



Code of Ethical Conduct and Compliance Program



**Adopted by the ANA Board of Directors,
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Code of Ethical Conduct and Compliance Program

I. STATEMENT OF POLICY

- A. The professional contributions of our staff are critical to our success; accordingly, we value our employees and their professional and personal well-being. The ANA Corporate Code of Ethical Conduct and Corporate Compliance Program (the “Code”) is intended to serve as a guide to assist ANA and members of its Boards of Directors (each a “Director”), officers, employees, contractors, and others acting on behalf of ANA in maintaining the highest ethical standards and in complying with all applicable laws, rules, and regulations. The Code is in place to reflect the longstanding ethical culture of the organization and to implement training and procedures to maintain this culture. Adherence to this policy will ensure the organization’s continued success, as well as earn and maintain the confidence of members, customers, and the health care community. The following general rules apply to the implementation of this Code of Ethical Conduct and are applicable to American Nurses Association, American Nurses Credentialing Center (ANCC), American Nurses Foundation (ANF), ANA Service Corporation, and the Institute for Nursing Research and Education (collectively referred to as “ANA”). All Directors, officers, employees, contractors, and persons authorized to act on behalf of ANA must comply with this Code. Any employee found to have violated this Code is subject to disciplinary action by ANA up to and including discharge.
- B. All Directors, officers, employees, and persons acting on behalf of ANA are encouraged and have a duty to report all suspected violations of the Code or other potentially unethical behavior by anyone, including officers, directors, employees, agents, customers, subcontractors, suppliers, and prime contractors, to the Corporate Compliance Officer.
- C. Employees in management positions are personally accountable for their own conduct and should require an appropriate standard of conduct of those reporting to them. Each management employee is expected to inform those reporting to them about this Code of Conduct and take all necessary steps to ensure compliance with this Code.
- D. No Director, officer or employee has the authority to direct, participate in, approve, or tolerate any violation of this Code by any employee.
- E. Questions related to the interpretation of this policy should be directed to the Corporate Compliance Officer.

II. DEFINITIONS

Code of Ethical Conduct: The written statement of acceptable behavior by ANA's Directors, officers, employees, contractors and persons authorized to act on behalf of ANA that ensures ANA operates according to the highest ethical standards.

Code: The Code of Ethical Conduct.

Corporate Compliance Officer: The Chief Legal Officer serves as the Corporate Compliance Officer, as designated by the Chief Executive Officer, and is responsible for implementing and administering the Code of Ethical Conduct. In the case where there is no Corporate Compliance Officer, or the Corporate Compliance Officer is not available, a designated Associate General Counsel will be responsible for implementing and administering the Code of Ethical Conduct.

Corporate Compliance Program: The written procedures and policies used by ANA that are designed to ensure that all Directors, officers, employees, contractors, and persons authorized to act on behalf of ANA are aware of the Code of Ethical Conduct and adhere to its standards. The Corporate Compliance Program is implemented and administered by the Corporate Compliance Officer.

Employee: Any person employed by ANA.

Program: Corporate Compliance Program.

III. STANDARDS OF CONDUCT

A. Equal Employment and Nondiscrimination

The continued success of ANA is dependent upon employing the most qualified people and establishing a work environment that is free of discrimination, harassment, intimidation or coercion related to race, color, religion, sex, age, national origin, disability, sexual orientation, or other characteristics protected by law. This policy extends to all aspects of employment, including recruiting, hiring, training, transfer, promotion, benefits, reductions-in-force, dismissal, and any other personnel action.

ANA is fully committed to complying with all applicable laws related to equal employment opportunities and to ensure that there is no unlawful discrimination by any Director, officer, employee, or person authorized to act on behalf of ANA. ANA is fully committed to a work environment in which everyone is treated with respect, trust, honesty, fairness, and dignity.

ANA has adopted an Equal Employment Opportunity policy which prohibits unlawful discrimination or discriminatory conduct by any employee of ANA. In accordance with such policy, any staff member who believes that he/she has been unlawfully discriminated against

should immediately report the incident to his or her immediate supervisor, the next level of management, or the Human Resources Department.

B. Safety, Health, and Environmental Compliance

Safety is every employee's business and it is to be given primary importance in every aspect of planning and performing all ANA activities. Accordingly, ANA considers employee safety and health as one of the highest priorities. Supervisors are responsible for ensuring that the work environment is maintained in a manner that reasonably safeguards against hazards in compliance with legal requirements. All employees have a responsibility to report unsafe conditions to the Operations and Facilities Department. If any employee has any safety related concerns that are not addressed, he or she should report these concerns to the Corporate Compliance Officer. ANA will comply with all applicable safety, health, and environmental laws and regulations. ANA expects its employees to fully comply with these standards.

C. Drugs and Alcohol

ANA is firmly committed to providing for the health and safety of its employees and therefore maintains a workplace free from the influence of drugs and alcohol abuse. ANA considers the influence of drugs and alcohol in the workplace to be detrimental to employees and services. Accordingly, ANA expects all of its employees to report to work and be able to perform his or her duties productively and safely. Drug and alcohol abuse by employees is regarded as unsafe by creating an increased risk to the safety of themselves, their fellow employees, and the general public, and it is contrary to ANA's interests in maximizing its productivity. Therefore, drug and alcohol abuse and/or working under the influence of drugs or alcohol will not be tolerated and ANA will take appropriate action to ensure compliance with this policy.

Drug abuse can result from misuse of prescription drugs or the use of illegal drugs. On-the-job impairment from drug abuse can result in disciplinary action. In addition, off-the-job use of drugs in a manner that constitutes a crime can result in disciplinary action.

On-the-job impairment from alcohol, even if the alcohol is consumed during non-work hours and away from ANA premises, can result in disciplinary action.

Additionally, anyone caught using drugs or alcohol in the workplace will be subject to disciplinary action, up to and including discharge.

Employees may obtain information concerning any available drug and/or alcohol counseling through ANA's Human Resources Office.

For additional information on ANA's policy against drug and alcohol abuse, please see ANA's Drug-Free Workplace policy.

D. Conflicts of Interest - General

The integrity of ANA and the activities it undertakes depends on the avoidance of conflicts of interest, or the even the appearance of conflicts. Conflicts of interest may arise when an individual's position or responsibilities with ANA present an opportunity for personal gain or profit separate and apart from that individual's earnings from ANA or where the individual's interests are otherwise inconsistent with the interests of ANA. A conflict of interest may arise in any number of situations and it is impossible to describe each and every instance. As a general matter, if an employee thinks that any situation may be a potential conflict of interest, he or she should consult with the Corporate Compliance Officer. However, the following situations have a great potential for conflicts of interest:

1. Outside Employment

As a matter of ANA policy, employees may pursue outside employment opportunities. However, such opportunities must not interfere with the employee's job responsibilities with ANA. Any outside employment that interferes with the employee's job responsibilities or conscientious performance of his or her duties is not permitted. Likewise, an employee's participation in civic, charitable, or professional organizations or activities that interferes with the employee's job responsibilities or conscientious performance of his or her job is not permitted. Additionally, employees may not use ANA time or resources to further non-ANA business. Employees also may not use ANA's name to lend weight or prestige to an outside activity without prior approval from authorized management. Prior to engaging in any outside employment activity or participating in any civic, charitable, or professional organization or activity that may give rise to an actual or potential conflict of interest the employee must consult with the Corporate Compliance Officer and obtain express written approval.

2. Personal Financial Interests

Employees should avoid personal financial interests that might be in conflict with the interests of ANA. Such interests may include, but are not limited to, the following: obtaining a financial or other beneficial interest in a supplier, customer, or competitor of ANA; directly or indirectly having a personal financial interest in any business transaction that may be adverse to ANA; acquiring a business or professional opportunity that the employee knows, or reasonably should know, that is of interest to ANA; or gaining personal enrichment through access to confidential information obtained on the job. Such personal financial interests include those interests of not only the individual employee, but also those of the employee's spouse, domestic partner, children, parents, grandparents, siblings, and family in-law. If the employee knows, or reasonably should

know, that a personal financial interest may be in conflict with the interests of ANA, the employee must first consult with the Corporate Compliance Officer and obtain express written approval, including, if necessary, any steps that might be taken to eliminate or mitigate the effects of the conflict.

ANA has adopted a Conflict of Interest policy that applies to the Directors, officers, and key employees of ANA, which generally includes the top management employees of ANA (collectively, “Leaders”). ANA Leaders are required to review ANA’s Conflict of Interest policy, provide signed conflict of interest disclosure statements disclosing any conflicts of interest that may exist, review the statement on an annual basis, and update these forms when changes in their circumstances require a change in information disclosed. All other ANA employees will provide signed statements disclosing any conflicts or potential conflicts of interest that may exist, and will update these forms when changes in their circumstances require a change in information disclosed.

E. Organizational Conflicts of Interest in Federal Contracting

Organizational Conflicts of Interest (OCI) in federal contracting and grants are described below. Avoidance of OCI has the general purposes of:

1. Preventing the existence of conflicting roles that might bias ANA’s judgment in connection with its performance of work under a federal contract or subcontract; and
2. Preventing unfair competitive advantage, which exists where ANA, as a competitor for award of any Federal contract, possesses proprietary or source selection information.

The following conflicts of interest are to be avoided or disclosed:

- **Unequal Access to Information**--A firm has access to nonpublic information as part of its performance of a government contract and that information may provide the firm a competitive advantage in a later competition for a government contract. FAR § 9.505-4. In these cases involving unequal access, the concern is limited to the risk of the firm gaining a competitive advantage; there is no issue of bias.
- **Biased Ground Rules**--A firm, as part of its performance of a government contract, has in some sense set the ground rules for another government contract by, for example, writing the statement of work or the specifications. In these biased ground rules cases, the primary concern is that the firm could skew the competition, whether intentionally or not, in favor of itself. FAR §§ 9.505-1, 9.505-2. These situations may also involve a concern that the firm, by virtue of its special knowledge of the agency's future requirements, would have an unfair advantage in the competition for those requirements.
- **Impaired Objectivity**--A firm's work under one government contract could entail its evaluating itself, either through an assessment of performance under another contract or through an evaluation of proposals. FAR § 9.505-3. In these impaired objectivity cases, the concern is that the firm's ability to render impartial advice to the government could

appear to be undermined by its relationship with the entity whose work product is being evaluated.

ANA Directors, officers, and employees must avoid, neutralize, or mitigate conflicts of interest in relation to federal contracts. If ANA serves as a federal contractor or subcontractor, grant or subgrant recipient it has as duty to disclose any potential or actual conflict of interest.

If there are potential or actual conflicts of interest, mitigation plans must be developed.

F. Legal Compliance - General

In addition to specific legal requirements set forth in this Code of Conduct, ANA will comply with applicable legal requirements, including but not limited to any Medicare laws or regulations and requirements of the Federal Acquisition Regulation, the Uniform Administrative Requirements, Cost Principles and Audit Requirements for Federal Awards, and/or any other applicable governmental requirements.

G. Gifts and Entertainment

1. Bribery & Prohibition of Gifts to Government Personnel

Under applicable law, any gift offered or given to an employee of the U.S. Government, where no consideration of equal or greater value is received, may be an improper gift, an illegal gratuity, or a bribe. A “gift,” for purposes of this Code, is defined broadly as anything of value exchanged without payment of fair compensation for the item or service. The items or services involved can take almost any form, including meals, tickets or invitations to performances, golf outings, discounts, loans, forbearances, lodging, transportation, honoraria, or any other thing of value.

Federal criminal law prohibits the offering, promising, or giving of anything of value to a government employee for (or because of) an official act performed or to be performed by the public official (i.e., a “gratuity”) or with an intent to influence such individual in the performance of an official act (i.e., a “bribe”). Even a seemingly innocent gift to a government official might be improper under the federal gift rules. What is and is not permitted is not always intuitive.

To steer clear of possible violations, all forms of gifts and entertainment to or from government personnel (Federal, State, and local), including persons that may be acting for or on behalf of the government, are expressly prohibited. However, the Corporate Compliance Officer may authorize an exception where a familial or personal relationship exists outside of the employee's business relationship with the government employee. Any employee caught participating in such activity will be promptly terminated. Any employee who knows about, or reasonably should know about, any such activity and fails to report it to the Corporate Compliance Officer will be disciplined, including, but not limited to, termination.

2. Gifts to Foreign Public Officials

The Foreign Corrupt Practices Act (“FCPA”) prohibits giving anything of value to a foreign official for the purpose of improperly influencing an official decision. It also prohibits unlawful political contributions to obtain or retain business overseas. FCPA additionally prohibits the use of false records or accounts in the conduct of foreign business. It is also essential that ANA does not allow or condone international consultants to take any actions prohibited by the FCPA, as their actions could be attributed to ANA. Employees must receive advance approval from the Corporate Compliance Officer before offering or giving any items to foreign public officials, or authorizing any other individual to do so.

3. Kickbacks and Other Gifts between Companies

In dealing with higher-tiered contractors and subcontractors, including vendors/suppliers, in the context of a government contract, ANA must comply with the Anti-Kickback Act of 1986. This law, among other things, prohibits government subcontractors and prime contractors from providing or receiving anything of value (the “kickback”) for the purpose of obtaining or rewarding favorable treatment, including influencing a procurement action. Federal law also requires ANA to report any possible kickback activity. Therefore, in this area of the law in particular, ANA depends on its employees to report to supervisors, management, or the Corporate Compliance Officer any activity of which an employee becomes aware that appears to be a kickback, in order to help keep ANA in compliance with the law.

While only some of ANA’s business is with government customers, the Anti-Kickback Act of 1986 controls this conduct. Even some purchases made to support operations generally (e.g., overhead and general and administrative) could affect ANA’s government contracts, albeit indirectly. Kickbacks can also be illegal even outside the government contract context. ANA policy forbids kickbacks in any business context. Any employee caught participating in such activity will be promptly terminated. Any employee who knows about, or reasonably should know about, any such activity and fails to report it to the Corporate Compliance Officer will be disciplined.

For employees who place orders or have influence over decisions regarding orders with subcontractors/vendors/suppliers, ANA requires these employees to base all prices, terms, conditions, and agreements on sound business judgment. These employees must show no favoritism or preference to anyone at the expense of ANA.

ANA expects all employees to exercise moderation and prudent judgment in offering and receiving gifts to/from other companies. In addition to the prohibition against kickbacks, employees must abide by the following policies:

- Money, in any form, is never given, offered, solicited, or accepted, unless it falls within the parameters of ANA’s honorarium policy, which includes terms in the contract applicable to members of the collective bargaining unit within ANA. No gift or entertainment may be given or received if it is, or could reasonably be construed to be, intended to influence ANA’s, employer’s, employee’s, government official’s, or contractor’s behavior.

- The Corporate Compliance Officer or his/her designee(s) may authorize the expenditure of a non-monetary gift or entertainment with a value equal to or less than \$500 in the aggregate for any calendar year to an individual or entity with whom ANA conducts business only if it is for a legitimate and identifiable business purpose.
- Employees may receive a non-monetary gift or entertainment (including meals) from an individual or entity with whom ANA conducts business with a value equal to or less than \$125, or \$250 in the aggregate for any calendar year, provided that such gifts or entertainment are reported in written format (including email) to the Corporate Compliance Officer and that such gifts are for a legitimate and identifiable business purpose.
- The Corporate Compliance Officer may authorize an exception where a familial or personal relationship exists outside of the employee's business relationship with the non-governmental employee.

Kickbacks are illegal and expressly prohibited. To help ensure ANA does business fairly and impartially, ANA depends on the good judgment of its employees to be sensitive to the provision of meals and other gifts to ensure that they do not constitute kickbacks or otherwise interfere with sound business judgment. ANA expects its employees to anticipate situations that might arise, and to discuss any issues with supervisors or the Corporate Compliance Officer.

H. Communications and Records

ANA's document retention and destruction policies cover all records and documents regardless of physical form. The policy contains guidelines for how long certain documents should be kept, and dictates how records should be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records. All employees are expected to be familiar with, and conform to, ANA's Document Retention and Destruction policy as well as ANA's recordkeeping and reporting procedures, as those policies are implemented through training and technological and other supportive resources.

Additionally, all ANA and employee communications, correspondence, and records must be accurate, complete, and timely. The contents of any written communication must be legible and unambiguous. If, after making any communication, correspondence, or record, the employee discovers that s/he has made a mistake, then the employee must take all steps as may be reasonably necessary to correct such mistake. Any employee who knowingly makes a false or misleading communication, correspondence, or record is subject to immediate termination, at ANA's discretion. Appropriate discipline or other action will be taken in connection with a false submission, even if such false submission is not purposefully made.

Time and Expense Records. ANA depends on its employees involved in maintaining ANA's time and expense records to help it meet the critical responsibility of ensuring that time and expense records submitted in connection with any federal contract or to ANA for payment or reimbursement must be accurate to the best of the submitter's knowledge

and ability. Time entry should occur on a daily basis. Employees may not effect any transaction and no payment may be made on behalf of ANA with the intention or understanding that the transaction or payment is other than as described in the documentation evidencing the transaction supporting the payment. The Chief Financial Officer or his/her designee will provide the requirements and guidance to employees with respect to federal contract or subcontract financial requirements.

I. Antitrust Policy

ANA is fully committed to compliance with the antitrust laws, which are designed to promote free and open competition in the marketplace. Not only does the customer benefit by getting the best product at the lowest price, but ANA also benefits by being able to compete on a fair level playing field with competitors. The antitrust laws are complex and must be complied with strictly. Routine business decisions involving prices, terms and conditions of sale, dealings with competitors, and many other matters present problems of great sensitivity. It is therefore essential that every Director, officer and employee be generally aware of the antitrust laws. This Policy, or an abbreviated version, will be read at the beginning of ANA meetings that may involve discussion of topics that raise potential antitrust concerns. Below is a general overview of the antitrust laws:

The principal federal laws governing competitive conduct are the Sherman Act and the Federal Trade Commission Act. The Sherman Act, in particular is the primary federal antitrust statute. The Sherman Act prohibits any agreement among competitors to fix prices, rig bids, or engage in other anticompetitive activity. The Sherman Act imposes criminal penalties of up to \$100 million for a corporation and \$1 million for an individual, along with up to 10 years in prison. Under federal law, the maximum fine may be increased to twice the amount the conspirators gained from the illegal acts or twice the money lost by the victims of the crime, if either of those amounts is over \$100 million. Violation of the Sherman Act may subject ANA and/or the individual to suspension or debarment. In addition, collusion among competitors may constitute violations of the mail or wire fraud statute, the false statements statute, or other federal felony statutes. In addition to receiving a criminal sentence, a corporation or individual convicted of a Sherman Act violation may be ordered to make restitution to the victims for all overcharges. Victims of bid-rigging and price-fixing conspiracies also may seek civil recovery of up to three times the amount of damages suffered.

1. Price-Fixing

Price-fixing is an agreement among competitors to raise, fix, or otherwise maintain the price at which their goods or services are sold. It is not necessary that the competitors agree to charge exactly the same price, or that every competitor in a given industry join the conspiracy. Price-fixing can take many forms, and any agreement that restricts price competition violates the law. As such, competitors should avoid discussing certain sensitive subjects when they are together, such as member or non-member competitors' prices, fees, or rates, or features that can impact (raise, lower, or stabilize) prices, fees, or rates for specific services, such as discounts, costs, salaries, terms and conditions of sale, and the like. Other examples of price-fixing agreements include those to:

- Establish or adhere to price discounts;
- Hold prices firm;
- Eliminate or reduce discounts;
- Adopt a standard formula for computing prices;
- Maintain certain price differentials between different types, sizes, or quantities of products;
- Adhere to a minimum fee or price schedule;
- Fix credit terms; and
- Not advertise prices.

2. Bid-Rigging

Bid-rigging is the way that conspiring competitors effectively raise prices where purchasers - often federal, state, or local governments - acquire goods or services by soliciting competing bids. Essentially, competitors agree in advance who will submit the winning bid on a contract being let through the competitive bidding process. Bid-rigging also takes many forms, but bid-rigging conspiracies usually fall into one or more of the following categories:

- a. **Bid Suppression:** In bid suppression schemes, one or more competitors who otherwise would be expected to bid, or who have previously bid, agree to refrain from bidding or withdraw a previously submitted bid so that the designated winning competitor's bid will be accepted.
- b. **Complementary Bidding:** Complementary bidding (also known as "cover" or "courtesy" bidding) occurs when some competitors agree to submit bids that are either too high to be accepted or contain special terms that will not be acceptable to the buyer. Such bids are not intended to secure the buyer's acceptance, but are merely designed to give the appearance of genuine competitive bidding. Complementary bidding schemes defraud purchasers by creating the appearance of competition to conceal secretly inflated prices.
- c. **Bid Rotation:** In bid rotation schemes, all conspirators submit bids but take turns being the low bidder. The terms of the rotation may vary; for example, competitors may take turns on contracts according to the size of the contract, allocating equal amounts to each conspirator or allocating volumes that correspond to the size of each conspirator.
- d. **Subcontracting:** Subcontracting arrangements can be part of a bid-rigging scheme. Competitors who agree not to bid or to submit a losing bid frequently receive subcontracts or supply contracts in exchange from the successful low bidder. In some schemes, a low bidder will agree to withdraw its bid in favor of the next low

bidder in exchange for a lucrative subcontract that divides the illegally obtained higher price between them.

3. Market Division

Market division or allocation schemes are agreements in which competitors divide markets among themselves. In such schemes, competing firms allocate specific customers or types of customers, products, or territories among themselves. For example, one competitor will be allowed to sell to, or bid on contracts let by, certain customers or types of customers. In return, he or she will not sell to, or bid on contracts let by, customers allocated to the other competitors. In other schemes, competitors agree to sell only to customers in certain geographic areas and refuse to sell to, or quote intentionally high prices to, customers in geographic areas allocated to conspirator companies.

4. Trade and Professional Associations

ANA is categorized as a trade association for tax purposes, and encourages participation in trade associations, but participants should be sensitive to certain ethical issues that could arise in that context. Trade associations, by their nature, involve meetings and discussions with competitors, and employees must take care to avoid antitrust problems at formal or informal meetings, on conference calls, or during informal contacts with other members, such as social or networking events. Employees should be aware that joint action that is illegal under the antitrust laws is not made legal because it occurs as an outgrowth of trade association participation. Employees should not answer trade association questionnaires asking for information relating to salaries, prices, or other terms and conditions of sale or purchase, unless such questionnaires are part of a formal information exchange reviewed and approved by legal counsel. Employees should forward all such questionnaires to their supervisor or the Compliance Officer. Employees certainly may attend trade association meetings. However, if the subject of bidding, pricing, illegal reciprocity, refusal to deal, or territorial or customer allocation is mentioned in any form or manner, any employee in attendance must leave the meeting immediately without comment. The employee must then report the circumstances in accordance with the procedures set forth in this Code so that proper action may be taken. All employees attending conferences, trade conventions, or any other meeting where competitors are present must adhere to ANA guidelines regarding trade associations.

J. Claims for Payment

All requests or demands for payment made on behalf of ANA pursuant to any contract or business agreement with the government shall truthfully and accurately reflect the value of the goods or services provided. Under no circumstances may an employee make a false claim. Examples of false claims include billing extra time not spent working on a project, charging for materials not used in a project, or artificially inflating a claim in order to negotiate additional compensation from the customer. Any claims that are false, fraudulent, or otherwise deceitful may subject ANA, and/or the individual making the claim, to civil liability up to 3 times the amount false claim for payment, criminal liability punishable by up to 5 years imprisonment, a fine, and restitution, and administrative liability through suspension or debarment. Accordingly, any employee who knowingly makes false claims shall be terminated. Additionally, any employee who knows, or reasonably should know, that another employee has submitted, or intends to submit, a false claim and fails to report it

to the Corporate Compliance Officer, will be subject to discipline, which may include termination.

K. False Statements & Certifications

All statements, representations, and certifications made on behalf of ANA, whether written or oral, shall be accurate, truthful, and timely. Under no circumstances may an employee make a false or misleading statement, representation, or certification. Any statements that are false, fictitious, or fraudulent or contain materially false, fictitious, or fraudulent statements or entries, may subject ANA, and/or the individual making the statement, to criminal liability punishable by up to 5 years imprisonment, a fine, and restitution, and potential administrative action, such as suspension or debarment. In addition, if a false statement is used to get a claim paid, then ANA and/or the individual may be subject to civil liability up to 3 times the amount claimed for payment, as well as penalties per violation, and potential administrative action, such as suspension or debarment.

Additionally, employees are routinely required to certify that they and ANA are in compliance with various contractual provisions and regulatory requirements. Examples of common certifications include certifications pertaining to environmental, safety, personnel, and health matters, product quality and material certifications, and quality control and quality assurance testing certifications. Employees must be aware of the requirements applicable to their jobs and ensure that all certifications are accurate and that there is neither a material omission of fact or materially misleading statements.

L. Mandatory Disclosure

Federal funds carry with them varying obligations to affirmatively and timely disclose in writing certain matters to federal officials. It is the policy of ANA to fully and completely comply with these requirements, as set out below:

1. Disclosures Related to Federal Grants and Cooperative Agreements.

The Office of Management and Budget's (OMB) Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards mandates that ANA timely disclose, in writing, to the Federal awarding agency (or pass-through entity, if applicable) all violations of Federal criminal law involving fraud, bribery, or gratuity violations potentially affecting the Federal award. If you believe one of these various offenses have occurred, you are required to immediately report the matter to the Corporate Compliance Officer and cooperate with any subsequent action taken.

ANA's failure to make required disclosures as set forth above may be subject to the following actions:

- The temporarily withholding of cash payments pending correction of the deficiency or more severe enforcement action by the Federal awarding agency or pass through entity;
- Disallowance all or part of the cost of the activity or action not in compliance;

- Whole or partial suspension or termination of the award;
- Initiation of suspension or debarment proceedings (or in the case of a pass through entity, recommendation of such a proceeding to the Federal awarding agency);
- Withholding of further Federal awards for the project or program; and/or
- Other remedies that may be legally available.

Any infraction of this Policy by an employee of ANA is subject to disciplinary action, up to and including termination, and may result in criminal and/or civil consequences for the individuals involved.

2. Disclosures Related to Federal Contracts

The Federal Acquisition Regulation (“FAR”) mandates that ANA timely disclose, in writing, to the agency Office of the Inspector General (“OIG”), with a copy to the Contracting Officer, whenever, in connection with the award, performance, or closeout of a Government contract or any subcontract thereunder, ANA has credible evidence that a principal, employee, agent, or subcontractor of ANA has committed either:

A violation of U.S. Federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in Title 18 of the United States Code; or a violation of the civil False Claims Act. If the violation relates to an order against a Government-wide acquisition contract, a multi-agency contract, a multiple-award schedule contract such as the Federal Supply Schedule, or any other procurement instrument intended for use by multiple agencies, ANA must notify the OIG of the ordering agency and the Inspector General of the agency responsible for the basic contract. ANA may be suspended and/or debarred for a knowing failure by a principal to timely disclose to the Government, in connection with the award, performance, or closeout of a Government contract performed by ANA or a subcontract awarded thereunder, credible evidence of a violation of U.S. Federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in Title 18 of the United States Code or a violation of the civil False Claims Act. ANA may also be suspended and/or debarred for a knowing failure by a principal to timely disclose to the Contracting Officer credible evidence of a significant overpayment, other than overpayments resulting from contract financing payments as defined in FAR 32.001. Any infraction of this Policy by an employee of ANA is subject to disciplinary action, up to and including termination, and may result in criminal and/or civil consequences for the individuals involved. If you have any questions relating to these requirements, or if you believe one of the various offenses detailed in this subsection has occurred, consult the Corporate Compliance Officer and cooperate with any subsequent action taken.

M. Commitment to Disadvantaged Business Enterprises

ANA is committed to full compliance with government sponsored opportunity programs, such as the disadvantaged business enterprise (DBE) program, and maximizing the

opportunities of DBEs. As such, ANA will not discriminate on the basis of race, color, national origin, or sex in the hiring of suppliers or subcontractors under federal contracts and will strive to foster an environment in which everyone is treated with respect, trust, honesty, fairness, and dignity. For each government-funded contract, ANA will make good faith efforts to maximize the participation of DBEs in subcontracts and ensure that each DBE is performing a commercially useful function. A DBE is deemed to be performing a commercially useful function if the DBE is responsible for executing the work and carrying out their responsibilities by actually performing, managing, and supervising the work.

N. HIPAA Compliance

ANA employees shall comply with the Health Insurance Portability and Accountability Act (HIPAA) regulations and requirements, whether in connection with ANA's insurance plan or as a result of Business Associate Agreements into which ANA and its subsidiaries may enter. The Corporate Compliance Officer has designated an Associate General Counsel as the HIPAA Compliance Officer, who will coordinate HIPAA audit and compliance activities with the Corporate Compliance Officer.

O. Sarbanes-Oxley Policies

The ANA enterprise has Whistleblower Protection policies to protect employees who disclose improper conduct. In addition, the ANA enterprise has policies with respect to the retention of documents when faced with litigation or governmental investigations. ANA employees will comply with these policies, and may use Corporate Compliance procedures to make reports of possible violations.

P. Information Firewalls, Independent Decision Making, and Information Protection

The reputation of ANA's programs is reliant on the integrity of and compliance with firewall protections. Accordingly, ANA employees will not disclose information that must be maintained behind a firewall. Examples include:

1. Confidential certification testing information will not be disclosed.
2. Confidential information pertaining to organizational credentialing will not be disclosed to those providing consulting services.
3. ANA shall not influence certification decisions that must be made independently in accordance with accreditation standards.

In addition to ANA's legal duty to not disclose information maintained behind a firewall, ANA directors, officers, employees, contractors and other persons acting on behalf of ANA must safeguard ANA's sensitive business information. As a general matter, this information belongs to ANA, not to any particular employee or individual acting on behalf of ANA. Each

Director, officer, employee, and individual acting on behalf of ANA receives ANA's sensitive business information in confidence. No Director, officer, employee or person authorized to act on behalf of ANA is authorized to use the information for his or her own personal use or gain, without express authorization to do so. As a general matter, employees should disclose this information internally only on a need-to-know basis and should not disclose this information to outside parties except in furtherance of ANA's legitimate business interests and, then, typically should do so only pursuant to a written nondisclosure agreement with the recipient organization. Employees must take care to avoid inadvertent disclosure of such information.

Similarly, employees must protect the confidential and proprietary information of ANA's teaming partners, suppliers, customers (both government and commercial), and joint venture partners with at least the same degree of care as they would the Company's sensitive business information. ANA also expects employees not to seek out or accept proprietary information from any competitor or customer unless the Company is contractually entitled to receive it.

Q. Intellectual Property

The information, ideas, and inventions conceived, created, developed, or put into practice as a result of the expenditure of ANA resources belong to ANA. This includes the information, ideas, and inventions conceived, created, developed, or put into practice while performing work for ANA, on ANA time, or by using property belonging to ANA, regardless of whether the ultimate source of the funds was the U.S. Government. Employees are not permitted to use or commercialize such information, ideas, and inventions for non-ANA purposes without ANA's written consent.

Employees also must take care not to violate copyright, trademark, or patent protection laws. Employees are not permitted to improperly infringe copyright, trademarks, or inventions, including, for example, articles, software, or the logo of a supplier.

R. Proprietary and Source Selection Information

Seeking to obtain, obtaining, or accepting the proprietary information of a competitor or source selection information during the course of a federal procurement can constitute a violation of the Procurement Integrity Act. "Source selection information" includes proposed prices, source selection and technical evaluation plans, evaluations of proposals, competitive range determinations, rankings of proposals, source selection reports, or other information explicitly labeled as source selection information. ANA's policy is to avoid even the appearance of impropriety during the course of a procurement. Therefore, employees should be very sensitive to situations whereby they may be afforded access to the proprietary information of competitors or any sort of source selection information.

S. Company Resources & Property

Employees may use ANA resources only for proper ANA business purposes. Employees entrusted with government-furnished equipment must use those resources only to serve legitimate government purposes, pursuant to the terms of the government contract under which the equipment is provided. For example, employees must take care not to misuse computer equipment. In addition to other restrictions that may be imposed by a particular contract, it is illegal to download or transmit unauthorized, copyrighted materials, and strictly against ANA policy to download or transmit abusive, profane, or offensive materials.

ANA furnishes intranet, e-mail and software to employees for their use, and all remain the resources of ANA, including messages composed, sent, or received by employees, whether business or personal in nature. Employees should be aware that, as with any company, ANA could be faced with situations where it would have to disclose employee emails to law enforcement or third parties.

Company property may be sold, loaned, given away, or disposed of only after proper authorization from the proper manager.

T. Contingent Fees

A “contingent fee” is any commission, percentage, brokerage, or other fee payable contingent on the success that ANA has in securing a contract. In the realm of government contracts, contingent fees can be illegal in some circumstances. Even outside the context of government contracts, ANA must exercise a high level of due diligence in its transactions with agents to ensure that the agent is a reputable individual who does not resort to improper means to influence a customer's source selection decision.

Because the law pertaining to contingent fees is complex, ANA does not permit its employees to arrange for any contingent payments to any consultant or other outside party without the written approval of the Corporate Compliance Officer.

U. Hiring Government Employees

A number of complex laws govern the hiring of U.S. Government employees. Generally, there are restrictions that apply to a group of government officials – primarily those who were “personally and substantially” involved in one or more of ANA’s contracts or who, through the chain of command, were in some sense responsible for one or more of ANA’s contracts. Such individuals are banned from later representing ANA’s interests with respect to ANA contracts in which they were involved as government officials.

One provision of the Procurement Integrity Act prohibits a former government official from accepting any compensation from a contractor as an employee, officer, director, or consultant of the contractor within one year after such former official took certain actions or served in certain roles with regard to a procurement in which that contractor was selected for award of

certain contracts. This one-year ban on accepting compensation relates to a former: procuring contracting officer; source selection authority; member of a source selection evaluation board; chief of a financial or technical evaluation team in the procurement; program manager or deputy program manager; administrative contracting officer; or other government official who made any of various significant decisions with respect to the contract. This prohibition applies to hiring the former government official to work for ANA in any capacity.

There are fairly detailed regulations describing exactly what sort of activity is and is not permitted of former government officials, and, as with any other aspect of the Code, the unique circumstances employees face should be discussed with their supervisor or the Corporate Compliance Officer, to determine how the law applies in a particular situation. Because of the potential complexity of the law in this area, ANA's policy is as follows: no ANA employee should advocate the hiring of a former government official without fully disclosing the particulars of the situation to, at a minimum, his or her supervisor; employees should report immediately to a supervisor or the Corporate Compliance Officer any attempt by a government official to initiate such discussions; and employees may not engage in any discussion with a current government official on the subject of possible employment with ANA without the approval of a Corporate Compliance Officer.

V. Government Investigations of Business Activities

Many of ANA's business activities are in areas that, from time to time, may be the focus of written or oral inquiries or investigations by government agencies. In each instance, the Corporate Compliance Officer will coordinate the response to such inquiries or investigations, including any government requests to interview ANA employees.

ANA's policy is to respond promptly and truthfully to, and cooperate fully with, all government investigations. Employees must refer all written inquiries or requests for documents to the Corporate Compliance Officer for response. If a government official makes what appears to be an investigational inquiry by telephone or in a visit or a meeting, ANA expects employees to respond cordially that they will contact him or her after consulting with the appropriate ANA personnel. Investigations of this kind are very serious, and the government may consider any response from an employee to be the official position of ANA. As soon as possible after the contact, the employee should notify a supervisor or the Corporate Compliance Officer of the government's request.

Note that requests from government or contractor personnel performing U.S. Government security clearance background investigations do not constitute government investigations into business activities for the purposes of this section.

IV. GENERAL PROCEDURES

This section of the Code discusses ANA policies on seeking clarifications of the Code, the need to report possible violations, ANA's commitment to investigating reports of possible violations, the range of disciplinary action that could be appropriate in the event of a violation, and employee certifications.

Seeking Clarification

Directors, officers, employees and persons acting on behalf of ANA are strongly encouraged to seek clarification of this Code whenever the individual has a doubt or an uncertainty on its meaning or application. Ethics rules can be complex and this Code cannot expressly address all situations that may arise. Employees are free to discuss the Code with their supervisor or any management team member, but the ultimate source of interpretation at ANA is the Corporate Compliance Officer. The Corporate Compliance Officer also is the individual to address if an individual believes that this Code conflicts in some way with any other professional code of ethics to which the individual subscribes. One of the key functions of the Corporate Compliance Officer is to answer questions about the Code, and Directors, officers, employees and persons acting on behalf of ANA are encouraged to use this corporate resource.

Reporting Possible Violations

The cooperation of every Director, officer, employee, contractor and person acting on behalf of ANA is vital to the success of ANA's corporate compliance program. ANA depends on its employees and persons acting on behalf of ANA to be alert and sensitive to situations that could involve suspected violations of this Code. Prompt reporting of suspected violations is ultimately in the best interest of both ANA and the individual making the report. Any Director, officer, employee or person acting on behalf of ANA who becomes aware of a possible violation of the Code, including any illegal practice, must report the suspect activities. The sooner the report is made the better.

A report may be made verbally or in writing to an employee's supervisor, to any management team member, or directly to the Corporate Compliance Officer. Reports may be anonymous. A manager, supervisor or other person receiving a report of any suspected violation of this Code should notify the Corporate Compliance Officer immediately. If the report concerns the Chief Compliance Officer, the person receiving the report should notify the Chief Operating Officer.

Reports regarding allegations of **unlawful discrimination, workplace violence, bullying, or drugs and alcohol** should first be reported to the employee's immediate supervisor, the next level of management, or the Human Resources Department. The individual receiving such a complaint immediately should notify the Corporate Compliance Officer, who may investigate the matter or may designate the Human Resources Department, supervisor or manager to conduct all or part of the investigation into the matter. If the report concerns the Chief Compliance Officer, the person receiving the report should notify the Chief Operating Officer.

Reports regarding **health and safety related concerns, including work-related injuries**, should first be reported to the Operations and Facilities Department. Operations and Facilities staff shall promptly inform the Corporate Compliance Officer and conduct an initial review and investigation of such report.

Because we all desire to assume the best of our colleagues, because one individual rarely has all the facts, and because ethics rules can be complex, it can sometimes be difficult to know whether particular behavior is reportable. In those situations, employees are encouraged to raise the matter with a supervisor, or the Corporate Compliance Officer, in order to ensure that he or she discharges the obligation to report potential ethical violations.

All supervisors and management team members will abide by an open door policy regarding the reporting of any possible violation of the Code. It is the responsibility of every supervisor and management team member who receives a report of a possible violation to report that matter to the Compliance Officer.

To the greatest extent possible, all ANA supervisors and management team members will protect the confidentiality of employees and others who report violations of this Code. Additionally, reports may be made on the Company's Compliance Hotline. The Compliance Hotline phone number is 301-628-5357.

Any employee who reports actions under the Code will be free from retaliation by ANA for having made the report. Individuals determined to have engaged in retaliation against an employee for reporting suspected violations of this Code will be subject to disciplinary action, up to and including discharge.

Response to Reports

The Corporate Compliance Officer is responsible for the review, investigation, and response to all reported possible Code violations. The Corporate Compliance Officer is responsible for recommending appropriate disciplinary action. The entity Executive Director or his/her designee, in his/her discretion or in consultation with appropriate staff or legal counsel, has authority to adopt, modify or reject the disciplinary recommendation and impose discipline, and to order the imposition of discipline by the Human Resources Department, in the presence of a union representative, if the employee subject to discipline is a member of the in-house union. The Corporate Compliance Officer will keep the entity Executive Director and/or Board of Directors apprised of reports of suspected violation, and may consult with one or more management team members in the course of reviewing, investigating, and responding to such reports. The response to a report of a suspected unethical or illegal practice will consist, in every instance, of a review and/or investigation of the report. The scope and nature of the review and/or investigation and report will depend on the nature of the possible violation and other facts relevant to the matter at hand. The Corporate Compliance Officer will report his or

her findings, conclusions, and recommendations to the entity Executive Director. The actions will include any steps necessary to correct or prevent any conduct determined to be illegal, unethical, or otherwise unwarranted.

Disciplinary Action

It is in the collective interest that ANA treat any violation of the Code of Ethics and Business Conduct with the utmost seriousness. ANA will take disciplinary action against any individual who participates in, authorizes, condones, or conceals actions that violate this Code.

ANA will also take disciplinary action against any supervisor or management team member who:

- Fails to notify the Compliance Officer of a report of a violation; or
- Retaliates against an employee who reports a violation of these standards.

Violations of this Code may result in one or more of the following actions, taken pursuant to applicable Human Resources or negotiated procedures:

- Verbal Warning or Written Reprimand
- Probation
- Demotion
- Reduction in Pay
- Suspension or Termination
- Damage or Loss Reimbursement
- Referral for Civil Action or Criminal Prosecution

In cases where violations are inadvertent or of minimal consequence, ANA may choose to engage in counseling and training. A violation of the Code of Ethical Conduct constitutes just cause for imposing disciplinary measures without engaging in progressive discipline.

Reports

The Corporate Compliance Officer shall regularly (at least annually) report to the Chief Executive Officer concerning all activities regarding the Code of Ethical Conduct and Corporate Compliance Program. The Corporate Compliance Officer will report regularly (at least

annually) to the Boards of Directors all activities regarding the Code of Ethical Conduct and Corporate Compliance Program.

Investigations

All reports of possible violations of the Code shall be documented. The Corporate Compliance Officer shall review and/or investigate or direct the investigation of all reports of suspected Code violations. Reports reviewed by the Corporate Compliance Officer that involving employee performance but no Code violation shall be referred to the Human Resources Department. The Corporate Compliance Officer shall be informed by the Human Resources Department of any and all reports that may involve violations of the Code. In his/her discretion, the Corporate Compliance Officer may refer compliance matters to Human Resources, another appropriate department or a third party to conduct all or part of an investigation. Reports of suspected Code violations may either be on the Compliance Officer's own initiative or in response to a complaint.

Anonymous complaints are permitted. Confidentiality of all reports and investigations shall be safeguarded to the extent possible. The Compliance Officer may recommend that ANA retain such consultants or auditors as may be necessary to conduct a proper investigation and consult with outside counsel retained for such purpose. In conducting an investigation, the Compliance Officer or his/her designee shall have access to all corporate documents, including e-mail, and authority to interview any employee. If an investigation interview may reasonably lead to the imposition of discipline against a member of the in-house union, the employee being interviewed shall be permitted to union representation during the interview.

After investigation is concluded, the Compliance Officer shall prepare a report recommending appropriate action to the entity Executive Director or his/her designee, who may adopt, modify or reject the Compliance Officer's recommendation. Any disciplinary action imposed shall be implemented by the Human Resources Department. If the employee subject to discipline is a member of the in-house staff union, a union representative shall be present at any meeting where discipline will be imposed or could reasonably lead to the imposition of discipline.

In the event that a report of suspected Code violation relates to the entity Executive Director, after concluding an investigation, the Compliance Officer shall make a report and submit it to the ANA enterprise Chief Operating Officer with recommendations for appropriate action.

In the event that a report of suspected Code violation relates to the Chief Operating Officer, after concluding an investigation the Compliance Officer shall make a report and submit it to the ANA enterprise Chief Executive Officer with recommendations for appropriate action.

In the event that a report of suspected Code violation relates to the Chief Executive Officer, after concluding an investigation, the Compliance Officer shall make a report and submit it to the ANA Board of Directors with recommendations for appropriate action.

In the event that a report of suspected Code violation relates to the Corporate Compliance Officer, the report may be made to the Chief Operating Officer, or to the Chief Executive Officer, who shall designate the Chief Operating Officer or other appropriate person to conduct an investigation, make a report and submit it to the Board of Directors with recommendations for appropriate action.

Compliance Audits

The Corporate Compliance Officer shall regularly (at least annually) audit ANA's compliance with the Code. Additionally, on an annual basis, the Corporate Compliance Officer and the Chief Financial Officer shall jointly audit the effectiveness of, and compliance with, ANA's financial controls and procedures as they may relate to the Code of Conduct. In conducting such compliance audits, the Corporate Compliance Officer may recommend that ANA retain such consultants or auditors as may be necessary. Compliance audits may be of any corporate office, division, department, or employee. After concluding such audit, the Compliance Officer and Chief Financial Officer, as appropriate, shall submit a report to the Chief Executive Officer and to the Board of Directors and make appropriate recommendations for improvement.

Training

The Corporate Compliance Officer shall provide, or arrange to have provided, regular training on the Code of Ethical Conduct and Corporate Compliance Program. Such training must be provided to all directors, officers, and employees. For new employees, this training shall be provided as part of new hire orientation. At the conclusion of each training session, the trained individual(s) shall provide a written acknowledgement that they have received, reviewed, and understand the Code and will comply with its requirements. Additionally, the Compliance Officer, shall provide, or arrange to have provided, training necessary to ensure compliance with antitrust requirements, health and safety requirements, EEO, conflict of interest, and other appropriate topics. A file of all training sessions, attendance at such training sessions and acknowledgement forms shall be maintained by the Department of Human Resources.

Cooperation & Responsibility

All employees are required to fully cooperate with the Corporate Compliance Officer in administering the Corporate Compliance Program. Individual who are interviewed in the course of a compliance investigation shall maintain confidentiality about the existence of the investigation, questions asked and areas explored during the interview, statements made during the interview, and all information exchanged during the interview. Individuals are expected to comply with requests to provide written, electronic or other evidence during the course of an investigation. Failure to cooperate in a compliance investigation, making false or misleading

statements in a compliance investigation, and breaching confidentiality of a compliance investigation are actions that constitute violations of the Code of Ethical Conduct that may result in discipline as set forth in the Code.

All supervisory employees are responsible for ensuring that their subordinates cooperate, are aware of and understand the Code, and comply with the Code and the Program.

Any employee who cooperates in an investigation of possible violations of this Code will be free from retaliation by ANA for having cooperated in the investigation. Individuals determined to have engaged in retaliation against an employee for cooperating in an investigation of possible violations of this Code will be subject to disciplinary action, up to and including discharge.

Certification

Because of the importance of ethical and lawful business conduct at ANA, each employee initially is required to sign the attached certification in the block “Initial Compliance Certification,” which states that he or she has read and will comply with the Code.” To ensure that all employees remain familiar with the Code over the course of their employment with ANA, all employees will also be expected periodically to review this Code and sign the attached certification in the block “Annual Compliance Certification,” annually or at such times as may be designated by ANA. These certifications are important in ensuring that ANA has the confidence that each employee understands and is fully committed to ANA’s ethical and lawful operation.

Employees should deliver each signed certification to the Human Resources Department. Employees should keep copies of their signed certification for their own records. The Corporate Compliance Officer will have access to all certifications. The Human Resources Department will keep all certifications on file in a secure location.

[Certification Form on Following Page]

**CODE OF ETHICS AND BUSINESS CONDUCT
COMPLIANCE CERTIFICATIONS**

Please Print or Type Clearly		
NAME (Last, First, MI)	Employee Number	Office Location

INITIAL COMPLIANCE CERTIFICATION
(to be signed initially by all ANA employees and by all new ANA employees)

I have received, read, and listened to an explanation of ANA’s Code of Ethical Conduct and Corporate Compliance Program. I understand the purpose and the areas of content of this document and acknowledge that it sets forth the ethical guidelines ANA requires me to follow in conducting ANA, ANCC, ANF, ANA Service Corporation, or Institute for Nursing Research and Education business. I acknowledge my responsibility to comply with this document in conducting such business. I confirm that to the best of my ability I will uphold and apply these guidelines in all respects. If I am ever in doubt regarding the obligations placed on me by the Code, I will seek advice and guidance as provided in the Code before proceeding to act. I understand that I am free to seek advice from the Corporate Compliance Officer and that I can ask any manager about how I can get my questions answered. I also understand that failure to comply with these guidelines could subject me to disciplinary action. I understand that ANA will provide and I will participate in periodic training on ANA’s Corporate Code of Ethical Conduct and Corporate Compliance Program to support me and each ANA employee or representative in fulfilling our responsibility for knowing and adhering to this Code.

Employee Signature	Date

ANNUAL COMPLIANCE CERTIFICATION
(to be signed annually by all ANA employees by December 1.)

I have received, read, and listened to an explanation of ANA’s Code of Ethical Conduct and Corporate Compliance Program. I understand the purpose and the areas of content of this document and acknowledge that it sets forth the ethical guidelines ANA requires me to follow in conducting ANA, ANCC, ANF, ANA Service Corporation, or Institute for Nursing Research and Education business. I acknowledge my responsibility to comply with this document in conducting such business. I confirm that to the best of my ability I will uphold and apply these guidelines in all respects. If I am ever in doubt regarding the obligations placed on me by the Code, I will seek advice and guidance as provided in the Code before proceeding to act. I understand that I am free to seek advice from the Corporate Compliance Officer and that I can ask any manager about how I can get my questions answered. I also understand that failure to comply with these guidelines could subject me to disciplinary action. I understand that ANA will provide and I will participate in periodic training on ANA’s Corporate Code of Ethical Conduct and Corporate Compliance Program to support me and each ANA employee or representative in fulfilling our responsibility for knowing and adhering to this Code.

Since the date of my previous review of this Code, through and including the date of my signature below, I remained in full compliance with the ethical guidelines set forth in the Code, including the duty to report any suspected violations.

Employee Signature	Date

Adopted August 29, 2014

Appendix 1

Corporate Compliance Officer

The position of Corporate Compliance Officer is established to ensure that all directors, officers, employees and persons acting on behalf of ANA are aware of and understand the Code of Ethical Conduct and to administer the Corporate Compliance Program. The Corporate Compliance Officer reports to the Chief Executive Officer for purposes of the Corporate Compliance Program and, from time to time, or as necessary, to the Board of Directors.

Specifically, the Corporate Compliance Officer has the following responsibilities:

To designate appropriate employees to assist in administering the Program, including through the establishment of a Corporate Compliance Committee;

To ensure that all employees receive and acknowledge in writing that they have received, reviewed, and understand the Code and will comply with its requirements;

To develop and facilitate suitable regular and periodic training programs designed to understand the Code, antitrust compliance, environmental requirements, health and safety requirements, and DBE requirements, and obtain (and maintain) necessary technical training and certifications;

To investigate reports of suspected Code violations and make independent determinations as to whether a violation occurred;

To recommend, in consultation with appropriate managers, the Corporate Compliance Committee, and/or others, appropriate disciplinary action for Code violations;

To ensure that all reports of suspected violations and all compliance investigations remain confidential to the greatest extent possible under the law and to the extent possible while conducting a thorough investigation;

To ensure appropriate systems and internal controls are established and maintained to implement the Code and the Program;

To conduct audits of employees, the entity Presidents and Boards of Directors or Trustees, Commissions, committees, divisions, departments, or offices of ANA enterprise, to ensure that they are in compliance with the Code;

To recommend hiring such consultants, auditors, or other persons as may be necessary to ensure that each employee receives adequate training and to conduct audits and investigations; and

To make recommendations to the Chief Executive Officer and Boards of Directors of changes that may better facilitate compliance with the Code.

ATTACHMENT 2

Conflict of Interest Policy

The Boards of (the "Board") of the American Nurses Association, American Nurses Credentialing Center, and American Nurses Foundation (together, "ANA") resolve that the following Conflict of Interest Policy is adopted to protect the best interests of ANA and to comply with applicable legal requirements. The directors, officers, and key employees of ANA ("Leaders") are responsible for acting in loyalty to ANA in their deliberations and decisions in the direction and management of the ANA. Leaders will act in good faith to serve ANA and its tax-exempt purpose by preventing conflict of interests that could inure undue benefits to Interested Parties, as defined below.

Key Employees

A "Key Employee" is an employee of ANA who:

- Is one of the five highest compensated employees of ANA;
- Receives or is expected to receive reportable compensation from ANA and all related ANA organizations in excess of \$150,000 for the calendar year ending with or within the ANA's tax year; and
- At any time during the calendar year ending with or within the ANA's tax year:
 - has responsibilities, powers, or influence over the ANA as a whole that is similar to those of officers, directors, or trustees; or
 - manages a discrete segment or activity of the ANA that represents 10% or more of the activities, assets, income, or expenses of the ANA as compared to the ANA as a whole; or
 - has or shares authority to control or determine 10% or more of the ANA's capital expenditures, operating budget, or compensation for employees.

Interested Parties

Because public policy and good governance require, the Policy addresses conflicts with Interested Parties that are not exclusive to Leaders. Interested Parties include:

- Directors and their family members;
- Officers and their family members;
- Members of committees of the board of directors, membership or ANA
- Key Employees and their family members;
- The directors, officers and Key Employees serving ANA in the prior five fiscal years;
- A member of any grant selection committee that grants scholarships, fellowships, discounts on services or goods, internships, or awards;
- Individual contributor of at least an aggregate of \$5,000 within the last five years or their family member;
- An ANA organizational contributor of at least an aggregate of \$5,000 within the last three years; or
- A 35% or more controlled entity of one or more of the individuals or organizations above.

Conflict of Interest

A conflict of interest may arise when a Leader has an existing or potential financial or other material interest that impairs or might appear to impair his or her independence and objectivity in the discharge of responsibilities and duties to ANA.

Disclosure

Each Leader has the obligation to identify and disclose to the ANA Board of Directors when s/he is subject to a conflict of interest. Each Leader shall sign the ANA Conflict of Interest Statement and, if applicable, the Financial Disclosure Form.

If such Leader is a Key Employee, s/he shall complete and sign the statement and disclosure form, if applicable, when s/he first is hired as a Key Employee and shall complete and sign the conflict of interest disclosure statement on an annual basis. If such Leader is a director or officer, s/he shall complete and sign the statement and disclosure form, if applicable, by the close of the first ANA Board of Directors meeting of a new term and complete and sign the conflict of interest disclosure on an annual basis. In addition, by the close of the first Board of Directors meeting of a new term, each officer and director shall sign the Confidentiality and Assignment of Intellectual Property Rights Agreement.

Process and Remedy

The Board will review submitted disclosures, determine whether a conflict of interest exists, and, if so, will determine whether such conflict materially and adversely affects ANA's interests. If it is determined that an actual or potential material conflict of interest exists that adversely affects ANA's interests, the Board will also determine an appropriate remedy. Such remedy may include, for example, (i) waiver of the conflict of interest as unlikely to affect the Leader's ability to act in the best interests of ANA; (ii) recusal of the conflicted Leader from participating in certain matters pending before ANA, the Board, or other ANA body; or (iii) resignation or separation of the conflicted Leader from his or her position with ANA (subject to the terms of any pertinent employment agreement).

A Leader whose potential conflict is under review may not debate, vote, or otherwise participate in such determination, except to disclose material facts and to respond to questions, and shall further abstain from participating in any ANA matter affecting the interest under review, pending a determination from the Board. Further, any director, officer, or committee member ~~that~~ who is the Interested Party to the potential conflict will recuse himself or herself from deliberation and voting but may present information to the Board at its invitation to disclose material facts and to respond to questions.

All disclosures, decisions, or actions of the Board ~~for conflict committee~~ made under this Policy shall be properly documented in meeting minutes or other appropriate records of ANA and will be reported, as appropriate, to regulators, including the Internal Revenue Service and state regulators. Records under the Policy will be maintained for seven years.

Delegation

The full Board may delegate its authority to review and remedy potential conflicts of interest to a subcommittee of disinterested members of the Board or the Chief Compliance Officer. The subcommittee or Chief Compliance Officer shall inform the Board of the outcome of the review and recommended remedy, if necessary. The Board shall retain the right to modify or reverse such recommendation, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

ADOPTED ON December 1, 2017

AMERICAN NURSES ASSOCIATION

CONFLICT OF INTEREST DISCLOSURE STATEMENT FINANCIAL INTEREST DISCLOSURE STATEMENT

The American Nurses Association's (ANA) Boards of Directors, committees, task forces, and its Key Employees are involved in the development of standards, evaluation processes, marketing information, financial information, business plans and other confidential and proprietary information. To ensure that conflicts of interest do not arise among volunteers working with ANA's Boards, Committees and/or Task Forces, hereinafter termed "Project", volunteers are asked to review and complete the Conflict of Interest Disclosure Statement and, if necessary, the Financial Interest Disclosure Statement. Additionally, all ANA directors, officers, and Key Employees (collectively, including volunteers, "Covered Individuals") are required to review and complete the Conflict of Interest Disclosure Statement and, if necessary, the Financial Interest Disclosure Statement, as required under ANA's Conflict of Interest Policy.

The following definitions and instructions are intended to provide guidance to Covered Individuals who are completing the **Conflict of Interest Disclosure Statement** and the **Financial Interest Disclosure Statement**.

DEFINITIONS:

"Conflicts of Interest" may arise when a Covered Individual or a member of his or her immediate family (i.e., spouse/partner, daughter/son, brother/sister, father/mother) has either:

1. a significant personal financial interest in, or business relationship with, an entity that may be affected by the outcome of the ANA project with which the Covered Individual will become or is involved, e.g., the volunteer's spouse/partner owns a medical quality assurance consulting firm and the volunteer wants to advise on NDNQI; or
2. a significant individual professional benefit that may arise as a result of the outcome of the ANA Project with which the Covered Individual will become or is involved, e.g., a university professor who is seeking a research grant on the aging workforce and will be developing survey questions on the same topic for ANA's web site.

Conflicts of Interest may lead to an action, omission, or situation which compromises the independence and objectivity of the Covered Individual in the discharge of responsibilities and duties to ANA. Both actual and perceived Conflicts of Interest must be disclosed, although such conflicts do not necessarily preclude appointment.

An ANA **"Project"** is the work of any ANA Board, Committee, or Task Force that implements or furthers the work of ANA and which may have an impact on commercial markets or academic standing. Examples include: NDNQI advisory committee, the Reference Committee, and a nursing standards committee.

"Significant Financial Interests" (SFI) are anything of monetary value from a business entity including salary, payments for service, consulting fees, honoraria, equity ownership (stocks, options, notes, etc.) and royalty-bearing intellectual property rights (patents, copyrights, trademarks). Income from an entity or equity in an entity must be aggregated for the Covered Individual, Covered Individual's spouse or significant other, or dependent children.

"Equity ownership" in a company amounts to an SFI if it exceeds \$10,000 in value as determined through reference to public prices or other reasonable measures of fair market value and represents more than a five percent (5%) ownership interest. If a financial interest arises solely from an investment in a business through a mutual fund, pension, or other investment fund over which the individual has no control, it will not be considered an SFI.

A **"significant individual professional benefit"** is a benefit that would flow *uniquely* to a Covered Individual who will become or is involved with an ANA Project, such as having access to information in advance of the general academic community in a manner that would give the volunteer an unfair advantage of some sort.

INSTRUCTIONS:

The **Conflict of Interest Disclosure Statement** must be completed by all Covered Individuals and all ANA nominees for appointment. An SFI that may reasonably appear to affect or be affected by the Project must be disclosed. **If an SFI is acknowledged on the Conflict of Interest Disclosure Statement, a Financial Interest Disclosure Statement must be completed for each business entity in which an SFI exists.** If no SFI is acknowledged on the Conflict of Interest Disclosure Statement, the Financial Interest Disclosure Statement does not need to be completed.

The ANA Board of Directors, at its sole discretion, will determine whether a disclosed financial interest is an SFI that appears to lead to a Conflict of Interest. If it determines that it does not, the decision will be noted and the Financial Interest Disclosure Statement will be retained in the ANA files. If the board determines additional review is warranted, such review will be initiated according to ANA policy. Similarly, the ANA Board of Directors will determine if a disclosed "significant individual professional benefit" appears to lead to a Conflict of Interest. Appointment decisions are within the sole discretion of the ANA Board of Directors.

AMERICAN NURSES [INSERT ENTITY]

CONFLICT OF INTEREST DISCLOSURE STATEMENT

NAME: _____

POSITION (DIRECTOR, OFFICER, KEY EMPLOYEE, VOLUNTEER, OR NOMINEE FOR SUCH POSITION): _____

NAME OF PROJECT (IF APPLICABLE): _____

CONFLICT OF INTEREST DISCLOSURE STATEMENT	
<input type="checkbox"/>	I/my family members do not have a significant personal financial interest, or business relationship with an entity, that may be affected by the work associated with the ANA and this Project.
<input type="checkbox"/>	I/my family members do have a significant personal financial interest, or business relationship with an entity, that may be affected by the work of the ANA and this Project.
<input type="checkbox"/>	I will file a Financial Interest Disclosure Statement with the American Nurses Association.
<input type="checkbox"/>	I do not have a significant individual professional interest that may be affected by this Project on which I may participate.
<input type="checkbox"/>	I do have a significant individual professional interest that may be affected by this Project on which I may participate. <i>That interest is described as follows:</i>
<input type="checkbox"/>	I/my family members do not have a significant personal financial interest, or business relationship with an entity, that may be affected by the work associated with the ANA and this Project.

I/my family members have an interest or affiliation that may compromise my ability to provide unbiased and undivided loyalty to ANA, or that may otherwise become in conflict with my official duties on behalf of ANA. *That interest is described as follows:*

Signature of the Covered Individual: _____

Printed Name: _____

Date: _____

AMERICAN NURSES [INSERT ENTITY]

FINANCIAL INTEREST DISCLOSURE STATEMENT

NAME: _____

POSITION (DIRECTOR, OFFICER, KEY EMPLOYEE, VOLUNTEER, OR NOMINEE OF SUCH POSITION): _____

NAME OF PROJECT (if applicable): _____

CONFLICT OF INTEREST DISCLOSURE STATEMENT	
Covered Individual's Name:	
Home Phone Number:	
Home Address:	
Home E-Mail Address:	
Employer:	
Position Title:	
Work Address:	
Work Phone Number:	
Work E-Mail Address:	
Employer's Structure: (v one)	<input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> Government Agency <input type="checkbox"/> Other- describe:
Name of entity that may affect or be affected by ANA project or Covered Individual's participation:	
Address of This Entity:	
Do you hold a position of employment or other affiliation with this entity? (v)	<input type="checkbox"/> YES <input type="checkbox"/> NO
If yes, what is the position? (v)	<input type="checkbox"/> Employee <input type="checkbox"/> Manager <input type="checkbox"/> Officer <input type="checkbox"/> Director <input type="checkbox"/> Owner <input type="checkbox"/> Contractor/Consultant <input type="checkbox"/> Other – describe:

Describe the work of the entity and how it might be affected by this ANA Project with which you may become affiliated as a volunteer (e.g., will the entity sell any product or consult on any issue that is the subject of the ANA's work on the Project):

Income anticipated for the next twelve months from the entity (v) : (combine for volunteer, spouse/partner, and dependent children)	
TYPE:	<input type="checkbox"/> Salary <input type="checkbox"/> Consulting Fee <input type="checkbox"/> Honorarium <input type="checkbox"/> Dividends
VALUE:	<input type="checkbox"/> Less than \$10K <input type="checkbox"/> 10K- \$50K <input type="checkbox"/> More than \$50K
Equity - stock, real estate, other ownership (v): (combine for investigator, spouse/partner and dependent children)	
% OWNERSHIP:	<input type="checkbox"/> Less than 5% <input type="checkbox"/> 5% - 25% <input type="checkbox"/> 5% - 50% <input type="checkbox"/> More than 50%
VALUE:	<input type="checkbox"/> Less than \$10K <input type="checkbox"/> \$10K- \$100K <input type="checkbox"/> More than \$100K

COVERED INDIVIDUAL'S PRINTED NAME: _____

COVERED INDIVIDUAL'S SIGNATURE: _____

DATE: _____

For Internal Use:	
<input type="checkbox"/>	The financial interest is not significant and/or does not reasonably appear to lead to a Conflict of Interest which would bias the ANA organizational entity or Project's work, standards, development, or business.
<input type="checkbox"/>	The financial interest may be significant and may lead to an actual or perceived Conflict of Interest and is to be submitted to the ANA Board of Directors for additional review and determination.
Reviewers:	_____
Proposed Appointment	_____
Review Date:	_____

ATTACHMENT 3

ACCEPTING AND OFFERING GIFTS, ENTERTAINMENT AND TRAVEL

Accepting gifts, entertainment and travel.

PURPOSE: ANA's business depends on creating productive, successful relationships with any individual or entity with whom ANA conducts or could conduct business. These relationships must be based on sound, fair business decisions. These guidelines are intended to:

- Help employees who work with vendors and entities with whom ANA conducts business to understand the common sense principles to apply when offered gifts, entertainment or travel from vendors or entities with which ANA conducts business.
- Clarify how to ensure that decisions relating to individuals and entities with which ANA conducts business remain completely objective and there are not real or perceived conflicts of interest.
- Provide specific information on when employees may accept gifts, entertainment or travel and when they must seek approval from their supervisor.

DEFINITIONS:

- Gifts, entertainment and travel – includes any thing of value provided for the benefit of an employee or immediate family member (defined as a spouse, domestic partner, parents, children, a spouse's parents, the employee's or spouse's siblings and their spouses, and any person in the employee's household), such as meals, tickets, travel (transportation costs, room and board), registration fees, complimentary continuing education, discounts (on any program, product or service), or personal objects (*e.g.*, jewelry, clothing, equipment, etc.).
- Source – An outside organization, company or operating unit of a company with which the ANA gift or entertainment recipient has or could potentially have a business relationship. This policy does not govern acceptance of gifts, entertainment and travel funded by ANA for its employees.

GUIDELINES: The following guidelines apply for gifts, entertainment and travel provided to ANA employees by those with whom ANA conducts business or seeks to have a business relationship. These guidelines recognize that modest, sensible entertainment can be part of the normal course of doing business. As a result, the guidelines include the following:

- No approval required up to \$125 annually per employee from one source. Some gifts, entertainment and travel are small enough that they do not require approval. Gifts, entertainment and travel, such as occasional meals, promotional items, ordinary sports or theater events, occasional rounds of golf or attendance, or gifts of nominal value from any one source during a calendar year are acceptable, so long as they do not exceed the \$125 annual limit from one source.

- As the value of gifts, entertainment or travel increase, the potential for an actual or perceived conflict of interest also increases. Therefore, approval is always required for the following types of gifts and entertainment:
 - Gifts, entertainment and travel from one source that exceed a total fair market value of \$125 during the calendar year. Approval to exceed the \$125 annual fair market value must be received in advance of the receipt of the gift or entertainment, or where circumstances do not allow for advance approval, no later than 14 calendar days after acceptance.
 - Special events or items that, by themselves, exceed a fair market value of \$125. These events or items always require approval in advance.
 - A gift of entertainment or travel lasting more than one day. This type of item always requires approval in advance.
- There are clear and generally obvious forms of gifts, entertainment and travel that are NEVER allowed and constitute a clear violation of the Code of Conduct. These include:
 - Cash (including chips for gambling), loans, stock, or stock options;
 - Any item which is provided in direct exchange (*i.e.*, quid pro quo) for a reciprocal action;
 - Any item that is illegal, sexually explicit, or would violate ANA's commitment of respect towards all those the organization deals with;
 - Any item offered during the process of a competitive bid or contract negotiation with a vendor or other entity or individual with whom ANA conducts business; and
 - Excessive, lavish or frequent gifts, entertainment or travel (*e.g.*, season tickets, club memberships, expensive jewelry, a computer system, etc.).

APPROVAL PROCESS: For gifts, entertainment and travel requiring approval, please complete the attached approval form and submit it to your direct supervisor for review and action. If you believe there have been any past violations of this policy, please notify the Corporate Compliance Officer immediately.

RECORDKEEPING:

Recordkeeping is an important component of the guidelines. Just as employees use expense reports to record all organization-related expenses, all employees are also required to keep a record of all forms of gifts, entertainment and travel.

Under certain circumstances, receiving gifts, entertainment or travel may have individual tax implications. Employees are individually responsible for the proper tax treatment of any such gifts, entertainment or travel.

Offering gifts, entertainment and travel.

PURPOSE: ANA depends on creating productive, successful relationships with vendors and others with whom the organization conducts business. These relationships must be based on sound, fair business decisions. These guidelines are intended to:

- Help employees who work with vendors and others with whom the organization conducts business to understand the common sense principles that apply when offering gifts, entertainment or travel to vendors or those we serve.
- Clarify how to ensure the decisions relating to vendors and others with whom the organization conducts business remain completely objective, and there are not real or perceived conflicts of interest or any appearance of impropriety.
- Provide specific information on when associates may offer gifts, entertainment or travel and when they must seek approval from their supervisor.

DEFINITIONS:

- Gifts, entertainment and travel – This includes anything of value provided for the benefit of the recipient or recipient's immediate family member (defined as a spouse, domestic partner, parents, children, a spouse's parents, the employee's or spouse's siblings and their spouses, and any person in the employee's household), such as meals, tickets, travel, golf expenses, transportation, discount, or personal objects (*e.g.*, jewelry, golf equipment, etc.).
- Government official – This includes any officer or employee or person acting for, or on behalf of any federal, state or local governmental unit, including but not limited to any department, agency, branch or instrumentality of any federal, state or local government.
- Recipient – This is an individual member of an outside organization or operating unit of a organization with which the ANA gift or entertainment giver has or could potentially have a business relationship. NOTE: This policy does not govern the giving of gifts, entertainment or travel between ANA employees.

GUIDELINES:

The following guidelines apply for gifts, entertainment and travel offered by ANA employees to vendors and others with whom the organization conducts business. These

guidelines recognize that modest, sensible gifts or entertainment can be part of the normal course of doing business with other people. As a result, the guidelines include the following:

For Commercial (Non-Government) Recipients:

- No approval required for offering gifts, entertainment and travel with a total fair market value of \$125 or less to a single recipient in one calendar year.
- Approval is always required to offer gifts, entertainment and travel with a total fair market value of over \$125 to a single recipient in one calendar year.

For Government Recipients:

ANA employees may provide government clients with certain promotional “premiums” (such as t-shirts, coffee mugs, pens or key chains) imprinted with ANA’s logo or information. ANA employees may also offer government clients modest items of food, refreshments, greeting cards or items with little intrinsic value (*i.e.*, coffee, donuts, plaques, certificates and trophies). ANA employees may generally offer U.S. government officials gifts on any one occasion with \$20 or less in value. However, the total value of gifts given to a U.S. government official cannot exceed \$50 per calendar year. Gifts, gratuities, entertainment or travel to government officials may be allowed in other circumstances, but may not be offered or given without prior written approval by the Corporate Compliance Officer.

Gifts that are NEVER Allowed:

There are clear and generally obvious forms of gifts, entertainment and travel that are NEVER allowed and constitute a clear violation of the Code of Conduct. These include:

- Cash (including chips for gambling), loans, stock, or stock options;
- Any item which is provided in direct exchange (*i.e.*, quid pro quo) for a reciprocal action;
- Any item that is illegal, sexually explicit, or would violate the commitment of respect towards all those with whom ANA deals;
- Any item offered during the process of a competitive bid or contract negotiation with a vendor or client; and
- Excessive, lavish or frequent gifts, entertainment or travel (*e.g.*, season tickets, club memberships, expensive jewelry, a computer system, etc.).

NOTE: These guidelines are not intended to govern the expenditure of personal funds to outside contacts with whom the employee has a personal relationship; however, if the relationship is primarily personal but has a secondary business purpose, gifts given to that recipient should be logged. In addition to the above, ANA employees must know and follow anti-kickback rules,

including restrictions on gifts by those seeking business from the government and from government contractors, including prime contractors and suppliers in the supply chain to such contracts.

APPROVAL PROCESS:

For gifts, entertainment and travel requiring approval, consult the Compliance Officer. The approval process is an important part of the guidelines because it may help avoid a real or perceived conflict of interest or any appearance of improper influence. Approvals must be made on a case-by-case basis with careful consideration of the following issues:

- Is there a legitimate business purpose for offering the gift or entertainment?
- Does it set an appropriate example or precedent for other employees?
- How would it appear to those outside the Organization?

If approval is granted, the Corporate Compliance Officer shall issue a written approval determination to corroborate and be kept with the recordkeeping log entry.

RECORDKEEPING:

Recordkeeping is an important component of the guidelines. Just as employees use expense reports to record all organization-related expenses, all employees are also required to keep a record of all forms of gifts, entertainment and travel.

ATTACHMENT 4

ATTACHMENT 5

ATTACHMENT 6

ANTI-BULLYING POLICY

Effective Date: December 1, 2017 (amending June 1, 2015 policy)

APPLICATION

This policy applies to all Employees (bargaining and non-bargaining unit, including management) of the American Nurses' Association (ANA)¹, regardless of the entity or division in which the Employee works. Contractors are also expected to comply with this policy².

PURPOSE

The purpose of this policy is to communicate to all Employees, including supervisors, managers, and executives, that ANA will not, in any instance, tolerate bullying behavior. While bullying behavior may also violate other ANA policies, such as those relating to harassment or inappropriate interpersonal interactions, bullying is a particular type of behavior that is not dependent on the existence of intent to discriminate because of legally protected characteristics such as race, sex, or religion. Where bullying behavior is based on discriminatory intent, however, the behavior will be treated as a violation of this policy as well as other applicable ANA policies.

POLICY

ANA is committed to providing a work environment that is free from bullying as defined in this procedure. ANA considers bullying to be unacceptable behavior that violates principles of respect toward one's coworkers. ANA will not tolerate bullying and is committed to eliminating

¹ This includes employees who work in the American Nurses Credentialing Center (ANCC) and American Nurses Foundation (Foundation).

² This policy does not create, and should not be interpreted to create, an employment relationship with independent contractors doing business with ANA, ANCC or the Foundation.

workplace bullying at ANA. Employees found to have breached this policy will be disciplined up to and including termination.

DEFINITION OF BULLYING

Bullying is defined as the intentional or deliberate use of size, strength, sensitive information, or power (perceived or otherwise) to coerce or intimidate another to embarrass or ridicule another or to do or refrain from doing a particular thing. This policy applies to conduct that occurs in person, as well as through the use of ANA's email systems, social media, computers, internet access, or any other ANA communication system. Bullying does not include mere disagreements, expressions of differing viewpoints, personality conflicts, general rudeness, or even simple coarseness, although depending on the circumstances such behavior or interactions may constitute violations of other ANA policies relating to appropriate and respectful behavior. Bullying also does not include normal supervision, such as the imposition of disciplinary action or the assignment or direction of work activities by a supervisor.

CONSEQUENCES OF BULLYING

Employees found to have engaged in bullying will be subject to disciplinary action, up to and including termination. Any supervisor or manager who condones or fails to take appropriate action to end bullying behavior after becoming aware of such conduct will also be subject to disciplinary action, up to and including termination. ANA, in its exclusive discretion, will determine whether instances of bullying are sufficiently serious to warrant immediate discharge without prior warning or prior discipline. Independent contractors found to have engaged in bullying conduct will be subject to contract cancellation.

REPORTING AND PROHIBITION ON RETALIATION

There will be no reprisal against anyone who reports bullying in good faith or cooperates in a bullying investigation. Maliciously false reports of bullying may, however, subject the individual to appropriate disciplinary action. Early reporting and intervention are important in resolving actual or perceived incidents of bullying and ANA's ability to address and prevent bullying can only be truly effective if individuals report bullying behavior. Therefore, ANA strongly encourages prompt reporting of bullying so that the incident can be fairly and appropriately investigated and remedial action, as appropriate, taken.

EXAMPLES OF BULLYING

It is difficult to describe every action that may constitute bullying. Generally, bullying behavior is behavior that seeks, in inappropriate ways, to exert power or dominion over others in a way that is unrelated to ANA's business interests. While bullying does not include routine or even strict supervision, or efforts to enforce compliance with ANA's rules of conduct and performance expectations, it may include derogatory remarks, insults, epithets, verbal or physical conduct, or interference with one's property, when such behavior or comments are intended to demean the victim relative to the bully or a peer group. Such behavior could include:

- Ridiculing or maligning a person or his family to make the worker feel inferior;
- Belittling a coworker through jokes or offensive remarks intended to affect the worker's self-esteem;
- Spreading rumors or comments with the intention or purpose of subjecting an individual to ridicule or to embarrass him or her;

- Attempting to exploit a person's psychological or physical vulnerability for one's own gain or satisfaction;
- Pushing, shoving, kicking, poking, tripping, fist pounding or yelling, with the intent to coerce an individual to do or refrain from doing a particular thing;
- Exclusion or social isolation intended to diminish an employee's feeling of well-being or worth;
- Sabotaging an employee's work product in order to obtain personal or professional benefit or gain.

As noted, it is not considered bullying when a supervisor provides performance feedback, including constructive or negative feedback, in the course of an employee's work, or when a supervisor directs or corrects work within the scope of his or her supervisory responsibilities. Likewise, it is not considered bullying when an employee provides feedback to his supervisor. In each case, otherwise appropriate and non-bullying behavior may be converted to bullying, if the communication is purposely intended to belittle the other. All employees are reminded, however, that even if their conduct does not constitute bullying per se, it may otherwise be inappropriate and could subject the employee to disciplinary action under ANA policy.

REPORTING PROCEDURES

1. Individuals who believe they have been victims of bullying as defined in this policy or believe they have witnessed such conduct should, if comfortable doing so, discuss the incident with the offending employee. In many cases the individual may have not understood or intended the conduct as it was perceived.

2. If the employee experiencing bullying does not feel comfortable speaking directly with the offending employee, he or she should report it to a member of management or Human Resources. If the offending employee is a direct supervisor of the employee who is being bullied, the incident should be reported to any other member of management or Human Resources. In addition, employees have the option to report the incident confidentially to ANA Corporate Compliance Officer or the Compliance hotline at 301-628-5357. Reports made to the Corporate Compliance Officer will be referred to Human Resources for appropriate action.³

3. ANA will make efforts to maintain confidentiality to the extent possible to conduct an appropriate investigation. All complaints will be investigated and appropriate corrective action will be taken. All inquiries, interventions, investigations and corrective action will be documented.

4. It is the policy of ANA that no one will be retaliated against for making a complaint based on an honest perception of the events, or for cooperating in the investigation of a complaint. Retaliation against an employee for reporting alleged or verified bullying, or for participating in an investigation, is a serious violation of this policy and, like the bullying itself, will be subject to disciplinary action up. Any action of perceived retaliation should be reported immediately.

5. Any false or malicious complaints of bullying or retaliation (as opposed to complaints that, even if erroneous, are made in good faith) may be the subject of appropriate disciplinary action.

³ If the report involves a member of the Human Resources department, the matter will be referred to another individual, who does not have a conflict of interest in the matter.

6. Any employee involved in an allegation of bullying who does not agree with the resolution may appeal to the Corporate Compliance Officer. This appeal process does not waive the employee's right to seek any remedy afforded by ANA-WGNB Collective Bargaining Agreement; however, if an employee elects to pursue such a remedy (e.g., through the filing of a grievance), this appeal process will no longer apply in order not to subvert the procedure in the CBA.

7. The Employee Assistance Program (EAP) may be referred for either the bullying employee or the individual(s) being bullied. This program is always confidential and employees can access the service directly at 1-800-854-1446.

8. All employees will be required to attend anti-bullying training within the first 90 days of employment. Current employees will have an opportunity to attend bullying training.

9. Stakeholders to be informed when procedures change:

- Enterprise executive leadership team
- Corporate Compliance Committee
- Enterprise managers and directors
- Staff union
- Enterprise staff

Review/Approval:

June 1, 2015 (adopted)
December 1, 2017 (substantive amendments)

ATTACHMENT 7

Human Resources Policies & Procedures	Title of Policy: Workplace Violence	Affects: All Staff
Effective Date: May 15, 2006	Supersedes Date: All Previous Policies	Page 1 of 4

PURPOSE:

The purpose of this policy is to define the ANA’s policy with respect to Violence in the Workplace.

POLICY:

ANA strives to provide a safe and secure work environment for all employees. Acts of violence and/or threats of violence, whether expressed or implied toward individuals or the ANA, are prohibited and will not be tolerated. All reports of incidents will be taken seriously and will be addressed appropriately.

Anyone initiating and/or participating in acts of violence and/or threats of violence will be subject to immediate removal from ANA property, corrective action, up to and including termination, and/or criminal charges as deemed appropriate by ANA.

EXAMPLES:

A. Behaviors

The following list of behaviors, while not all inclusive, provides examples of conduct that is prohibited on ANA property or while engaged in ANA business.

1. Engaging in verbal abuse that subjects another individual to extreme and/or emotional distress.
This may include verbal interchanges i.e., raised voices; yelling; screaming; use of profanity; and a voice tone which may be threatening or aggressive;
2. Making harassing or threatening remarks via telephone calls, letters or other forms of written or electronic communications;
3. Aggressive or hostile behavior that creates a reasonable fear of imminent injury to a person or subjects another individual to emotional distress;
4. Intentionally damaging ANA property or property of another employee;
5. Hitting, shoving and/or causing physical injury to another person;
6. Possessing or using weapons while on company property or while on company business;
7. Making direct or indirect threats of harm to an individual or his/her family, friends, associates or property;
8. Stalking an individual and placing the other person in reasonable fear of his/her safety.

Human Resources Policies & Procedures	Title of Policy: Workplace Violence	Affects: All Staff
Effective Date: May 15, 2006	Supersedes Date: All Previous Policies	Page 2 of 4

B. Weapons

Weapons of any type, particularly firearms, are not permitted to be carried or displayed on ANA property or while engaged in ANA business at any time except by local, state and/or federal law enforcement officers acting in the line of duty or authorized security personnel. Examples of weapons include but are not limited to:

1. Any weapon which, per applicable law, is illegal to possess;
2. Any firearm, loaded or unloaded, assembled or disassembled, including pellet, "BB" and stun guns (electronic incapacitation devices);
3. Knives (and other similar instruments) with a blade length of more than 2 inches, other than those present in the workplace for the specific purpose of food preparation and service;
4. Any "switchblade" knife;
5. "Brass knuckles", "metal knuckles" and similar weapons;
6. Bows, cross-bows and arrows;
7. Explosives and explosive devices, including fireworks and incendiary devices;
8. "Throwing stars", "nunchucks", clubs, and any other item commonly used as, or primarily intended for use as a weapon;
9. Self-defense chemical sprays, e.g., mace, pepper spray, in canisters or containers larger than two ounces;
10. Any object that has been modified to serve as, or has been employed as, a dangerous weapon.

PROCEDURES:

A. The following steps are intended to serve as a guideline for safety procedures to take in the event of violence. However, employees should use judgment when handling different situations and should use reasonable discretion in calling 911 for police assistance if there is a threat of violent action in the workplace.

Human Resources Policies & Procedures	Title of Policy: Workplace Violence	Affects: All Staff
Effective Date: January 1, 2018	Supersedes Date: All Previous Policies	Page 3 of 4

PROCEDURES (continued):

Level of Threats (Examples of Behavior)	Safety Steps
<p>Level I - The employee:</p> <ul style="list-style-type: none"> - Makes veiled threats to harm - Intimidates others - Loses their temper and lashes out at co-Workers 	<p>Level I</p> <ol style="list-style-type: none"> 1. Contact your manager or supervisor, or 2. Contact Human Resources (x5035; 5036; 5033; or 5032)
<p>Level II - The employee:</p> <ul style="list-style-type: none"> - Makes blatant threats to harm others and/or destroy property - Demonstrates “in your face” posturing - Engages in aggressive behavior such as verbal abuse, fist pounding, throwing objects 	<p>Level II</p> <ol style="list-style-type: none"> 1. Contact your manager or supervisor, or 2. Contact Human Resources (x5035;5036; 5033;5032), or 3. Contact Operations (x 5135)
<p>Level III - The employee:</p> <ul style="list-style-type: none"> - Brings a weapon to the workplace - Threatens to bring a weapon to the Workplace - Employee is violent towards others or Property - Displays overt acts of violence or out-of-control behavior 	<p>Level III</p> <ol style="list-style-type: none"> 1. Call 911 if there is a serious threat of injury or an immediate danger is discernable, or 2. Contact your manager or supervisor, or 3. Contact Human Resources (x 5035; 5036; 5033; 5032), or 4. Contact Operations (x5135)

Human Resources Policies & Procedures	Title of Policy: Workplace Violence	Affects: All Staff
Effective Date: May 15, 2006	Supersedes Date: All Previous Policies	Page 4 of 4

PROCEDURES (continued):

- B.** Reports can be anonymous and all reported incidents will be investigated.
1. The ANA will conduct a thorough, objective and complete investigation of the complaint. This investigation will be conducted by the Director, Human Resources or other designee of the ANA.
 2. During the course of the investigation of reported incidents, any involved employee may be suspended until an investigation is conducted and a determination made. At the ANA's discretion, an employee who violates this policy may be required to submit to an evaluation before returning to work to ensure that the employee does not represent a threat to themselves, other persons, and/or property. In the event of supervisory referral to the Employee Assistance Program (EAP), Human Resources will arrange the initial contact.
 3. If a determination is made that violent and/or threatening behavior has occurred, the ANA will take appropriate remedial action. Any employee found in violation of this policy will be subject to serious disciplinary action, up to and including termination of employment and/or criminal charges. Appropriate action will also be taken to prevent further violent acts from occurring. This may include posting a notice on the intranet.
 4. The Director, Human Resources or other ANA designee conducting the investigation will communicate, as appropriate, the ANA's findings and what action will be taken.
 5. Reports of incidents will be handled appropriately and as confidentially as possible, information will be disclosed to others only on a need to know basis.

OTHER/DISCIPLINE:

This policy prohibits retaliation against any employee who reports violent or intimidating behavior, or who helps in investigating such reports. Any acts of retaliation will warrant disciplinary action, up to and including termination of employment. Violations of this policy will result in appropriate disciplinary action up to and including termination.

ATTACHMENT 8

Promoting professionalism by sharing a cup of coffee

May 2017 Vol. 12 No. 5

Author: Marilyn Dubree, MSN, RN, NE-BC; April Kapu, DNP, APRN, ACNP-BC; Michelle Terrell, MSN, CPNP-AC; James W. Pichert, PhD; William O. Cooper, MD, MPH; and Gerald B. Hickson, MD



This is the second in a series of articles on promoting professionalism. You can read the first article Nurses' essential role in supporting professionalism (<https://www.americannursetoday.com/nurses-essential-role-supporting-professionalism/>).

Consider this scenario: After a particularly busy shift in the intensive care unit (ICU), the assignment board indicates that your colleague Mary is taking your patient assignment at shift change. As you're leaving the unit, your patient's fall alarm goes off and you hear Mary yell, "Someone turn that thing off...they're always alarming and driving me crazy...trust me—that patient isn't getting out of bed any time soon." You're concerned because during report you told Mary the patient's mental status had improved slightly, making him more of a fall risk than in previous shifts.

Would you know what to do in this situation?

The first article in this series introduced the Promoting Professionalism Pyramid, a tiered intervention process for fostering professionalism and professional accountability. This article focuses on the first tier, the *Cup of Coffee* conversation, which provides a way to informally discuss with a colleague how his or her observed behavior seems to undermine the organization's culture of safety and respect. (See *Promoting Professionalism Pyramid* (https://www.americannursetoday.com/wp-content/uploads/2017/05/ANT0517_CareerSphere_Coffee_Pyramid.jpg).

What is a Cup of Coffee conversation?

The goal of *Cup of Coffee* conversations is to deliver a single story or observation and let the recipient know the behavior was observed. (See *Who, what, when, where, why, and how* (https://www.americannursetoday.com/wp-content/uploads/2017/05/ANT0517_CareerSphere_Coffee_5WandH.jpg)). This approach promotes accountability for a single observation of what seems to be nonnegligent unprofessional conduct or behavior.

The pyramid highlights two important exceptions to providing informal feedback: Allegations of behavior contrary to law, regulation, or organization policy (for example, working while under the influence of drugs or alcohol, sexual boundary violations, and physical assault) that require investigation by appropriate authorities, and other serious breaches of behavior that affect the work environment and may be considered sufficiently egregious that they require urgent review and action by a supervisor or institutional authority.



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Benefits of conversation

The skills used in *Cup of Coffee* conversations form the basis for all interventions outlined in the Promoting Professionalism Pyramid. Many professionals who act in ways that undermine a culture of safety and respect don't recognize the effect of their actions, so a lack of early intervention might result in a persistent pattern of behavior. But because few clinicians have had training in addressing unprofessional behavior, they may talk about their colleagues, rather than speak with them as peers. Think of it this way—if people were talking about your behavior, wouldn't you want another colleague to let you know?

We believe most incidents giving rise to *Cup of Coffee* conversations don't require investigation or documentation. Whether you observe or receive a report of a nonnegligent incident, the concern should be shared. Some may object, thinking validation and documentation are required to set the stage for more formal reviews. Concerns recorded by patient relations representatives or institutional incident systems will be preserved, but informal conversations about these reports may not need to be formally documented (unless required by law or policy). After all, professionals for whom a pattern emerges and persists should have sufficient documentation of original reports for receiving Awareness and Authority interventions, which are the focus of the next two articles in this series.

When you use *Cup of Coffee* conversations to non-judgmentally share a single incident with your colleague, you help promote accountability for safe, respectful health care and increase the likelihood patients will receive the kind of care you would want for yourself and your loved ones.

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Who, what, when, where, why, and how

Who

A *Cup of Coffee* conversation occurs between a messenger (the person sharing the observed behavior) and a receiver (the person who seemed to behave unprofessionally), regardless of each person's place in the chain of command. For example, while most of these conversations occur between peers, a new graduate nurse could be the messenger and a unit director the receiver or vice versa.

What

This conversation delivers a single story or observation of nonegregious unsafe or disrespectful behavior. Rather than placing blame or trying to fix the situation, it's a heads-up that calls on the receiver to reflect on his or her behavior or performance. In other words, it's a nondirective conversation that might occur over a collegial cup of coffee.

Where

To maintain confidentiality and avoid public embarrassment, hold the conversation in a neutral, private location.

When

Respect a colleague's time (consider pros and cons of sharing during shift changes), but don't delay because memory of the situation may decay over time. Keep the conversation

brief—around 3 minutes—but it shouldn't feel rushed.

Why

Addressing the behavior with the colleague is a hallmark of professionalism. Not having the conversation may imply endorsement of the behavior and may risk its repetition, leading to impaired team functioning and ongoing threats to patient safety.

How

Keep the conversation respectful and nonjudgmental. Prepare in advance, stay calm, and focus on the essential message (something concerning was observed). Practice the opening line, the delivery of the message, and your closing.

Opening:

A good opening is, *"Do you have a moment to speak privately? I need to share an observation."*

Delivering the message:

Briefly summarize the perception, observation, or data point: *"I may be wrong, but I heard a request that our patient's fall alarm be turned off."*

Starting with *"I may be wrong"* acknowledges that the observation may be incomplete or inaccurate and that other sides to the story may exist. By saying *"I heard,"* the messenger avoided

the use of "you," which may be perceived as judgmental.

Anticipating reactions, responding:

Most professionals accept feedback with grace. However, some common reactions include *deflection* (excusing the behavior because of others' mistakes or system failures), *distraction* (defensive arguments, requests for advice, sometimes tears), and *dismissal* (denying seriousness, rationalizations). Some helpful responses include *re-*

*mind*ing (it's about our commitment to safety and teamwork; despite mistakes and systems issues, we're all expected to respond professionally), *reflecting* (many clinicians appreciate knowing how they've been perceived, this is something to consider over the coming days), and *reinforcing* (you're valued and we wouldn't be discussing this if you weren't). Rather than giving advice, respect your colleague's ability to problem-solve and fix whatever distracted or provoked him or her.

Closing:

Express appreciation (but don't expect thanks in return), ask the receiver to reflect on the observation and potential alternative responses, and thank him or her for taking the time to talk.