



**Application for Director-at-Large
of the
Agnes Marshall Walker Foundation**

(This application should be submitted electronically by sending to mnichols@amwf.org and must be received no later than **5 PM CT on November 4, 2025**)

Name: _____

Address: _____

City: _____ **State:** _____ **Zip:** _____

Primary Phone: _____ **E-mail:** _____

Time Zone: _____

Reference (criteria below)

Candidates for all positions must submit **one reference letter**. The letter can be included in with the application or sent separately. It is encouraged that the letter of reference come from an AANN, ABNN, or AMWF leader with whom the candidate has worked on projects or activities, including SFG facilitators, chapter leaders, committee chairs, project leaders, or past board members. However, other professional references will be accepted. Current AMWF board members are prohibited from providing references to potential candidates.

Application Completion Checklist (all applications must be typed):

- ☐ Review AMWF Candidate Guidelines
- ☐ Application and demographics (pg. 2-3)
- ☐ Code of Conduct and COI/Confidentiality Form (pg. 4-6)
- ☐ Reference letter from colleague based on criteria above (pg. 7)

AMWF Director-at-Large Application – Demographics

Name: _____

Employer: _____

Position: _____

Number of Years in Nursing: _____

Current Position on AMWF Board: _____

Position for which you are seeking office:

- ☐ President
- ☐ Secretary/Treasurer
- ☐ Director-at-Large

Please complete the demographics portion of the application below:

AMWF Board Candidate Demographics Survey: <https://www.surveymonkey.com/r/W7HFZ3S>

Accomplishments in Professional Positions (150 word limit)

Accomplishments in Leadership Positions (150 word limit)

Vision for AMWF and its partnership with AANN and ABNN (250 word limit)

Why are you interested in serving as a Director-at-Large on the AMWF Board and what would you hope to accomplish? (250 word limit)

**AMWF BOARD OF DIRECTORS
CODE OF CONDUCT, CONFLICT OF INTEREST AND
DISCLOSURE AGREEMENT**

The individuals mentioned below shall sign the following statement annually.

This Code of Conduct provides guidelines for the behavior of all AMWF staff, volunteers and board members regarding integrity, honesty, ethical conduct and compliance to policies. This Code of Conduct has two parts. Part I is the discussion of Conduct and Confidentiality. Part II outlines the expectations for Conflict of Interest disclosure.

Code of Conduct and Confidentiality Agreement:

As a member of the Board of Directors I will:

- maintain the confidentiality of all Board proceedings
- be fully informed of an issue and actively partake in discussions before voting on the issue
- Discussion of confidential AMWF business outside of board meetings will be conducted only with members of the BOD, relevant other parties (i.e., SFG Facilitators, Liaison relationships, etc.) and will be reported to the BOD.
- carefully consider and respect the opinions of other Board members
- respect and support all decisions of the Board
- bring to the attention of the Board all issues believed to be of significance to our organization or those we serve
- represent all those whom this organization serves, not only specific geographic or special interest groups
- Consider myself a “trustee” of the organization and do my best to ensure that it is well managed, financially secure, and always operating in conjunction with our stated objectives
- refer complaints directly to the proper level in the chain of command
- use AMWF name or logo, or imply AMWF sponsorship or endorsement only when specifically authorized to do so by AMWF Board in accordance with AMWF policy
- acknowledge conflicts of interest between my personal life and position on the board, and abstain from voting or attempting to influence issues in which I am conflicted
- Consistently review and respond to all electronic and print materials and in accordance with AMWF Bylaws will participate in all meetings and teleconferences. If unable to do so, I will communicate directly with the president or their designee.
- Be explicit with when stating a personal view versus a view point as a board member of AMWF
- recognize the authority vested in the Board to act as the governing body of AMWF

The AMWF Board of Directors may, in its discretion, take all actions to enforce and uphold the Code of Conduct.

Signed: _____ Date: _____

_____ I have nothing to disclose

_____ I have the following to disclose (attach written disclosure as a separate sheet if needed)

CONFLICT OF INTEREST POLICY AND FORM

The purpose of this conflict of interest policy is to protect AMWF's interest when contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or board member, or staff of AMWF. This policy is intended to supplement, not replace any applicable state laws governing conflicts of interest applicable to nonprofit organizations.

It is expected that all AMWF staff, volunteers and board members will avoid any conflict of interest between the AMWF, and any personal, professional, or business interests. This includes avoiding any actual or perceived conflicts of interest. The purposes of this policy are: to protect the integrity of AMWF's decision-making process, to enable our constituencies to have confidence in and protect the integrity of the organization's integrity, to protect the reputation of volunteers and board members and to avoid any legal wrongdoing.

Upon or before election or appointment, I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and I will update it as necessary. In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliation), my family and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I may be asked to leave the room for the discussion and may not be permitted to vote on the issue. I understand that this policy is meant to be a supplement to good judgment, and I will respect its spirit as well as its wording.

The individuals mentioned below shall sign and/or review the following statement semi-annually:

Nationally elected officials, and other individuals with discretionary authority acting on behalf of AMWF (collectively "Individuals") shall be made aware of and conform to the following policies. Individuals shall use their best efforts to avoid any actual or perceived conflict of interest or unauthorized representation of AMWF. Conflict of interest is defined as, but not limited to, activities that oppose, detract from, or in some manner could become detrimental to AMWF or activities involving AMWF in which the Individual has a financial interest. Potential conflicts of interest include, but are not limited to, receiving payment for services rendered by another entity, receiving anything of monetary value greater than \$25 per annum, serving as officers of other organizations or corporations, having stock or other ownership of corporations in which AMWF may have an interest.

1. No Individual has the authority to act on behalf of AMWF except with such authority as outlined in the Bylaws or approved by the Board of Directors or President
2. No Individual is authorized to use the AMWF name or logo or any terminology implying AMWF sponsorship or endorsement without prior approval of the Board
3. Any board member or members of his/her immediate family having any interest that might influence or affect his/her decision in any matter presented to the Board of Directors shall disclose his/her interest in such matter. Such disclosure shall be entered in the minutes of the meeting. Such board member may be asked to leave the room and shall not participate in any discussion thereof (unless such participation is requested by the Board of Directors) and may be asked to abstain from voting thereon.
4. Any Individual other than a board member having any interest that might influence or affect his/her decision in any matter relating to AMWF shall disclose his/her interest in such matter to the President or board. Such Individual shall not participate in any decision regarding that matter
5. Transactions involving interested Individuals, including board members, should not be approved unless the following facts are established, as reflected in the minutes of the meeting of the board:
 - a) AMWF is entering into the transaction for its own benefit
 - b) The transaction is fair and reasonable to AMWF at the time AMWF enters into the transaction, and AMWF's financial obligation shall not exceed fair market value or price;

- c) Prior to consummating the transaction or any part thereof, the Board has authorized or approved the transaction in good faith. This action is done by a vote of a majority of the directors then in office without counting the vote of any interested board member or members, and with the knowledge of the material facts concerning the transaction and the individual's interest in the transaction; and
 - d) Prior to authorizing or approving the transaction the board has considered and in good faith determined after reasonable investigation under the circumstances that AMWF could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.
6. The undersigned shall not accept or seek from any person or entity conducting or interested in conducting business with AMWF a gratuity, favor, loan, or gift greater than the nominal value beyond common courtesies usually associated with accepted business practice. Usual courtesies include travel expenses (including airfare, hotel and food), recognition of participation.
7. The AMWF Board of Directors (BOD) reserves to itself any and all flexibility in the determination of the significance of any reported conflict of interest. Furthermore, the AMWF BOD reserves the right to require compliance of interested parties in any decision made by the AMWF BOD when such a conflict is noted.

Please disclose affiliations or interests that may present a potential or possible conflict of interest:

I have read, understand, and support the above conflict of interest policy. I will direct any inquiries or concerns not specifically addressed in this policy statement to the AMWF board prior to participating in any association business or performing any act that may be considered as a potential or possible cause of conflict of interest to AMWF.

Consent to Serve

I agree to keep confidential information that I acquire in my capacity as an AMWF volunteer unless disclosure is authorized by AMWF or if information is first disclosed to the public by AMWF. If I have any questions about the confidential nature of information or issues, I will consult with the AMWF President or Executive Director.

I hereby assign to AMWF all rights in work products produced by AMWF as a volunteer.

Signature

Position

Date

**AGNES MARSHALL WALKER FOUNDATION 2025
DIRECTOR-AT-LARGE REFERENCE FORM**

Letters of reference should not be more than 250 words. I worked with this candidate when I was a (check all that apply):

- ☐ AMWF Board of Directors member
- ☐ ABNN Board of Trustees member
- ☐ AANN Board of Directors member
- ☐ Committee Chair
- ☐ Special Focus Group Facilitator
- ☐ Chapter leader
- ☐ Special Project Leader
- ☐ Committee Leader
- ☐ Employer related situations

Other _____

I worked with the Candidate during the following time period _____ and
with _____
(Name of Organization)

Please give **specific examples** of this candidate's work or other organizations through your firsthand experience with the candidate and the key skills needed for the position they are applying for:

President Elect

Leadership, Delegating, Financial aptitude, Negotiation skills, Visionary, Willingness to evaluate and implement change, Organized, Critical thinking and analytical skills, Mentoring skills, Objective in evaluating ideas, Strong written and verbal communication skills, Current involvement in neuroscience nursing practice, education and/or research, Experience in project management and product development, the ability to serve (time commitment)

Secretary-Treasurer

Budgetary or fiscal experience, Negotiation, Visionary, Collaborative, Willingness to evaluate and implement change, Organized, Critical thinking and analytical skills, Mentoring skills, Objective in evaluating ideas, Strong written and verbal communication skills, Current involvement in neuroscience nursing practice, education and/or research, The ability to serve (time commitment)

Director-at-Large

Fundraising experience, Collaborative, Financial aptitude, Willingness to evaluate and implement change, Organized, Critical thinking and analytical skills, Objective in evaluating ideas, Mentoring skills, Strong written and verbal communication skills, Keyed into critical issues for neuroscience nursing, Current involvement in neuroscience nursing practice, education and/or research, the ability to serve (time commitment).

Signature _____ Date _____

Phone _____ Email _____

References may be contacted for additional information or clarification of information.