



Information for the 2023 Board of Directors Candidate

ACN Board

July 2017

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BYLAWS OF THE ARKANSAS CENTER FOR NURSING, INC.

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be the Arkansas Center for Nursing, Inc. It shall be a nonprofit organization incorporated under the laws of the State of Arkansas.

Section 2 – Purpose: The Arkansas Center for Nursing is organized and shall be operated exclusively for charitable, educational or professional association purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto (the “Code”). To the extent consistent with the above general purposes, the specific purposes of the Corporation shall be to:

- a. Set policy and govern the operations of the Arkansas Center for Nursing, Inc..
- b. Serve as a statewide data clearinghouse regarding nursing practice, nursing workforce supply and demand, and nursing education.
- c. Publish reports of the current state of the nursing workforce, including nursing supply, demand, and educational opportunities to the citizens of Arkansas.
- d. Promote a culture of health for the citizens of Arkansas.
- e. Promote a diverse nursing workforce to meet the needs of the citizens of Arkansas.
- f. Exercise any, all, and every power that a nonprofit corporation organized under the provisions of the State of Arkansas for charitable, professional, and educational purposes, all for the public welfare, can be authorized to exercise but not any other purpose.

None of the activities, funds, property or income of the Corporation shall be used in carrying on any political activity, directly or indirectly, or in attempting to influence legislation. Neither the Corporation nor its officers or directors shall, in their capacity as officers or directors of the Corporation, contribute to or otherwise support or assist any political party or candidate for elective public office. Any gifts, grants, scholarships and other rewards made by the Corporation shall be given or awarded in such manner as does not violate the restrictions under Code section 501(c)(3).

ARTICLE II – MEMBERSHIP

Section 1 – Eligibility for membership: Application for membership shall be open to any individual or organization that supports the purpose statement in Article I, Section 2. Membership is granted after completion and receipt of a membership application and annual dues, if applicable. All memberships shall be granted according to published membership requirements.

Section 2 – Annual dues: The annual dues of the corporation shall be determined by the Board of Directors or by a committee designated by the Board of Directors to make such a determination. Continued membership is contingent upon being up-to-date on membership dues.

Section 3 – Membership categories:

- a. *Individual members:* Individual members shall consist of those natural persons who are interested in supporting the purpose statement in Article I, Section 2. No annual dues will be collected from Individual members.
- b. *Organizational members:* Organizational members shall consist of any academic, professional, or business entity interested in supporting the purpose statement in Article I, Section 2. Annual dues will be collected based on a graduated fee schedule. Fees are due by January 31 for membership continuing from previous fiscal year or prorated based on date of application for new memberships. Any individual person employed by or associated with an Organizational member is eligible for Individual membership.

Section 4 – Rights of members: All members (i.e., Individual and Organizational) shall be eligible to serve on any standing or ad hoc committee. Organizational members may select one representative to serve and vote on behalf of the organization. Individual members may serve and vote in an individual, personal capacity. Members in good standing shall be entitled to one (1) vote on all matters which require the vote of the members of the corporation.

Section 5 – Resignation and termination: Any member may resign by filing a written resignation with the Executive Director or secretary of the Board. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have membership terminated by a simple majority vote of the Board.

Section 6 – Non-voting membership: The Board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III – MEETINGS OF MEMBERS

Section 1 – Regular meetings: Regular meetings of the members shall be held at least annually, at a time and place designated by the Board President. The members shall elect directors, receive reports on the activities of the Corporation, determine the direction of the Corporation for the coming year, and transact such other business as may properly come before the membership during the annual meeting held at the end of each fiscal year.

Section 2 – Special meetings: Special meetings may be called by the president, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by five (5) percent of voting members may also call a special meeting.

Section 3 – Notice of meetings: Notice of each meeting shall be sent to each voting member by U.S. mail, facsimile, electronic mail or other mode of written transmittal not less than ten days prior to the meeting. The notice must include the time, date and place of such meeting.

Section 4 – Voting: Section 4 – Voting: All issues to be voted on shall be decided by a simple majority of members who vote electronically during the voting period. Each member, Individual or Organizational, shall have one (1) vote. Members shall not vote by proxy.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – General Powers: The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have the power to conduct, manage, and control the affairs and business of the corporation, consistent with and subject to the limitations set forth in the corporation’s Articles of Incorporation.

Section 2 – Board role, size, and compensation: The Board is responsible for overall policy and direction of the Corporation and delegates responsibility of day-to-day operations to the staff and committees. The Board shall have up to 25, but not fewer than 10 members. Board members receive no compensation other than approved expenses.

Section 3 – Terms: All Board members shall serve a term of three years or until their successor is elected. They will be eligible for re-election for one three-year term thereafter. The terms of the Board Members shall be staggered so that approximately one third of the members are elected at the annual membership meeting.

Section 4 – Appointment and/or election: The Board of Directors of the Corporation consists of and are selected as listed below:

The membership shall vote on representatives from the following:

- Three (3) at-large representatives from the Individual Members (at least two direct-care providers),
- Two (2) representatives from nursing education programs, and
- Three (3) representatives from the Organizational Members (one each from a healthcare organization, a professional nursing association, and a nursing education program).

The following positions are appointed:

- One (1) designee from each standing committee,
- One (1) representative from the Arkansas Department of Workforce Services and
- One (1) healthcare consumer.

New and current Board Members shall be elected or re-elected by a simple majority of the membership.

Section 5 – Meetings and notice: The Board shall meet at least annually, at an agreed upon time and place. An official board meeting requires that each board member have written/electronic notice at least 10 days in advance.

Section 6 – Quorum: A quorum must be attended by at least fifty-one percent of board members for business transactions to take place and motions to pass. Attendance may be physically, telephonically or virtually.

Section 7 – Officers and duties: There shall be four officers of the Board, consisting of a president, president elect, secretary, and treasurer. The officers will act on the behalf of the corporation on appropriate national initiatives. The duties of the officers are as follows:

- a. *The president* shall convene regularly scheduled Board meetings and preside at all meetings at which she/he is present. The President shall perform such duties as the Board of Directors may prescribe and shall see that all orders and resolutions of the Board are carried into effect.
- b. *The president elect* shall preside at meetings when the president is unavailable and perform other duties as assigned by the president. The president elect shall assume the president's position upon completion of the acting president's term in office.
- c. *The secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- d. *The treasurer* shall serve as the chair of the Finance Committee. The duties of the treasurer are: (a) have charge and custody of and be responsible for all funds and securities of the corporation, (b) receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such money in the name of the corporation in such banks, trust companies, or other depositories, designated by the Board of Directors (c) assure quarterly reports are presented to the Board of Directors and annual financial reports are provided to membership at the annual meeting, and (d) perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President, the Board of Directors or the Executive Director. Financial documents of the corporation are the property of the corporation and shall be passed to the next Treasurer within one month of change of office.

Section 8 – Elections and Term of Office: The officers shall be elected by the Board of Directors and will assume their duties on January 1 following their election. The same person shall be permitted to hold one or more offices if so elected. Each officer shall serve a term of two years or until their successor is elected. No person shall serve more than two consecutive terms in the same position. The election shall be by ballot if there is more than one nominee for an office; otherwise, election will be by acclamation.

Section 9 – Vacancies: When a vacancy on the Board exists, the secretary shall receive nominations for new members from present board members and/or the chair of the Nominating Committee at least ten days in advance of a board meeting. These nominations shall be sent out to Board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 10 – Resignation, termination, and absences: Resignation from the Board shall be in writing and received by the President or Secretary. A board member may be removed from

the Board due to excess absences from board meetings. A board member may be removed for other reasons by a three-fourths vote of the remaining board members.

Section 11 – Special meetings: Special meetings of the Board shall be called upon the request of the President, or one-third of the Board. Notices of special meetings shall be sent out by the secretary to each board member at least three days in advance.

ARTICLE V – COMMITTEES AND PROGRAMS

Section 1 – Committee formation: The Board may create committees as needed, such as fundraising, public relations, data collection, etc. A committee may be established either as a standing committee or as an ad hoc committee for a special purpose. The members of each committee shall vote on the designation of all committee chairs. Any member of the Corporation may serve on a committee.

Section 2 Executive Committee: The four officers of the Corporation serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

Section 3 – Administrative Committees:

- a. *Finance Committee:* The Treasurer is the chair of the Finance Committee. The Executive Committee shall appoint up to five (5) members to the committee to serve for two (2), two-year renewable terms. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The Board must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The Annual Report will be presented to the membership at the annual meeting. The financial records of the Corporation are public information and shall be made available to the membership, Board members and the public upon request.
- b. *Nominating Committee:* Four committee members shall be appointed by the Executive Committee for two (2) two-year renewable terms. A current Board member shall serve as chair of the committee. The committee shall prepare a slate of candidates for Board offices prior to the annual meeting and in the event of vacancies. The slate of candidates shall be prepared and distributed to the Board members prior to the annual meeting.

Section 4 – Data Resources and Reporting Committee: The Data Resources and Reporting Committee will be chaired by a member who has interest and skills in data collection activities related to Arkansas' education, supply, and demand. In addition, other research, analysis, and distribution activities will be conducted by this committee as appropriate.

Section 5 – Program Committees – there are three (3) standing program committees which shall address issues relevant to nursing.

- a. *Leadership Committee:* The Leadership Committee will be chaired by a member who is a leader in nursing. The Leadership Committee shall implement strategies for empowering nurses to lead a culture of health for the citizens of Arkansas. This will be accomplished by recognizing nursing leaders and promoting activities which develop their full leadership potential.
- b. *Education Committee:* The Education Committee will be chaired by a member who represents nursing education. The committee will be involved with the education and academic progression of the current and future nursing workforce.
- c. *Practice Committee:* The Practice Committee will be chaired by a member who represents nursing practice. The focus of this committee will be on issues, programs, events, and partnerships related to nursing practice and impact of the nursing workforce in the State of Arkansas.

Section 6 – The chair of each committee shall fix the time and place of its meetings, shall provide for the recording of minutes of committee meetings, and shall report the committee’s actions and recommendations to the Board of Directors. Minutes of each committee meeting shall be submitted to the Board Secretary or designee.

ARTICLE VI – STAFF

Section 1 – Executive Director: The Executive Director will be hired by the Board. The Executive Director has day-to-day responsibilities for the Corporation, including carrying out the Corporation’s goals and policies. The Executive Director will attend all Board meetings and shall serve as an ex officio member of the Board of Directors and the Executive Committee.

Section 2 – Staff: The Board of Directors shall determine staff positions and salaries. The Executive Director may employ such employees and agents for approved positions as it deems appropriate.

ARTICLE VII – FISCAL YEAR

Section 1 – Fiscal year: Fiscal year: The fiscal year of the Corporation shall be from July 1st to June 30th.

ARTICLE VIII – CONTRACTS, LOANS AND BANKING

Section 1 – Contracts: The Board of Directors may authorize any officer, officers, or the Executive Director to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation. Such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation (a) by the President and (b) by the Secretary or Treasurer.

Section 2 – Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 3 – Checks, Drafts, etc.: All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, or Executive Director of the Corporation and in such manner as shall be determined by or under the authority of a resolution of the Board of Directors. Checks in the amount greater than \$1000 shall be signed by two authorized persons.

Section 4 – Deposits: All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

ARTICLE IX – AMENDMENTS

Section 1 – Amendments: These bylaws may be amended when necessary by two-thirds majority of the membership in attendance at a scheduled meeting. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

Certification

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on June 1, 2016.

Arkansas Center for Nursing, Inc.

Strategic Plan

The mission of the Arkansas Center for Nursing is to promote a culture of health for the citizens of Arkansas by advancing nursing education, practice, leadership and workforce development.

STRATEGIC INITIATIVE I: Promote academic progression, lifelong learning, and workplace transition among Arkansas nurses.

Objective 1: Improve retention in the profession.

Objective 2: Increase mentor relationships.

Objective 3: Create and sustain a culture and environment for evidence-based practice.

Objective 4: Increase the number of Arkansas nurses with BSN by 2% annually.

Objective 5: Increase diversity of the AR nursing workforce.

Objective 6: Increase new graduate nurse residency programs in the state.

Objective 7: Increase awareness of COH at school of nursing to prepare nurses to lead community action.

STRATEGIC INITIATIVE II: Improve consumer access to high quality, cost efficient health care by removing practice barriers so nurses may practice to the full extent of their education, training, licensure and certification.

Objective 1: Improve access to care in rural areas.

Objective 2: Increase the presence of the ACN by providing important data to stakeholders.

Objective 3: Build coalitions with communities of interest.

Objective 4: Support legislative initiatives related to nursing practice.

Objective 5: Expand outreach efforts related to nursing issues.

STRATEGIC INITIATIVE III: Empower Arkansas nurses to lead culture of health initiatives and guide redesigning health care to provide improved care for all populations.

Objective 1: Change public opinion of nursing.

Objective 2: Promote leadership growth in nurses.

Objective 3: Provide leadership training for nurses at all levels.

STRATEGIC INITIATIVE IV: Coordinate the collection, analysis and dissemination of statewide nursing workforce data.

Objective 1: Supply workforce data to all stakeholders.

Objective 2: Develop and implement a plan to collect workforce demand data.

Objective 3: Support participation in the National Forum of Nursing Workforce Centers.

STRATEGIC INITIATIVE V: Develop a sustainability plan to include funding and marketing.

Objective 1: Develop an annual event to raise money and draw attention to nurse leaders.

Objective 2: Ensure resources are sufficient to accomplish activities of the Center.

Objective 3: Promote ACN to stakeholders.

Objective 4: Promote the Center via electronic means.

Arkansas Center for Nursing, Inc.
Policies related to the Board of Directors

Policy Number: I-3
Title: Board of Directors Job Description
Term: Three years
Responsible to: Responsible to entire Board, reports to Board President
General Responsibilities:

1. Overall governance of Arkansas Center for Nursing, Inc. by establishing and monitoring policies and programs and supporting development and effectiveness of Board of Directors.
2. Establish strategic purpose and direction for agency by participating in strategic planning by the Arkansas Center for Nursing, Inc. and monitoring performance toward plan's results.
3. Supervision of Executive Director by hiring Executive Director and monitoring performance toward Executive Director's general responsibilities and yearly objectives.
4. Fundraising by planning and participation to secure necessary resources to support operations, programs and services.
5. Represent Arkansas Center for Nursing, Inc. and its programs and services to stakeholders, including community, funders and clients.
6. Perform due diligence to secure the financial health of Arkansas Center for Nursing, Inc. through conformance to up-to-date fiscal policies and procedures and through ongoing analysis of financial reports.
7. Perform due diligence to support the effective performance of Arkansas Center for Nursing, Inc.'s programs through ongoing program planning and evaluation.
8. Perform due diligence to act in conformance to federal, state, local and Arkansas Center for Nursing, Inc. policies and procedures.

Specific Duties:

1. Is a member of the Board.
2. Abides by the Articles of Incorporation, Bylaws and Board policies.
3. Builds collegial working relationships that contribute to consensus.
4. Contributes financially to the nonprofit.
5. Attends 75% of the Board meetings and related meetings.
6. Makes serious commitment to participate actively in Board and committee work.
7. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
8. Stays informed about Board policies and committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.

Policy Number: I-4
Title: **Board of Directors Ethics Policy**

Purpose

This policy is intended to guide toward the highly ethical behavior of each Board member in his/her roles and responsibilities as a Board member in our organization. All Board members receive a copy of this official policy and agree to adhere to the policy. The policy is reviewed once a year and maintained in each member's Board Manual.

Adherence to Following Behaviors

As a Board member of the Arkansas Center for Nursing, Inc., I will:

1. Know my roles and responsibilities as a member of the governing Board of Directors.
2. Do my best to be fully informed of the nonprofit's operations that can have significant effect on fellow Board members, staff members and other stakeholders of our organization.
3. Always strive to contribute my best judgment in carrying out my role, including provision of opinions and information during Board deliberations and decisions.
4. Avoid conflict of interest in appearance or in application – my actions as a Board member will always be first and foremost for the benefit of our nonprofit organization.
5. Adhere to all Board policies included in the Board manual.
6. Recognize the authority of the Executive Director and not directly assign tasks to Arkansas Center for Nursing, Inc. staff.
7. Maintain confidentiality about all Board information that is deemed by members to be confidential, including that are generated and decided during closed sessions of the Board.
8. Follow the ground rules for Board meetings: silence cell phones, exit room to take calls, no sidebar conversations.
9. Respect the values and perspectives of fellow Board members and staff members.
10. Represent the nonprofit in the most positive image when I am dealing with stakeholders.
11. Adhere to the decisions made by the Board – I will avoid public disagreement with decisions, recognizing that all Board members must "speak from one voice."

Response to Unethical Behaviors

Determination of suspected or actual occurrence of any unethical behavior by a Board member will be decided by a simple majority (51%) vote of the Board. Any Board member can notify the Board of that type of behavior. Penalty for the behavior can be removal from the Board upon resolution passed by simple majority (51%) of the voting members.

Policy Number: I-5
Title: **Conflict of Interest Policy**

Article I
Purpose

The purpose of this conflict of interest policy is to protect the interest of the Arkansas Center for Nursing, Inc. ("Center") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Center or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Center has a transaction or arrangement,
- b.** A compensation arrangement with the Center or with any entity or individual with which the Center has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Center is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Center can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Center's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Center for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Center for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Center, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and

- d. Understands the Center is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Center operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Center's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Center may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.