

**XXXXX**  
**BOARD OF DIRECTORS'**  
**GOVERNANCE POLICY MANUAL**

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Approved by the Board of Directors:  
Original Creation Date:



## TABLE OF CONTENTS

Introduction .....	4
Mission Statement/Commitments .....	5
Culturally Competent Organization .....	6
Role of the Board of Directors .....	7
Job Description and Responsibilities .....	8
Size and Composition .....	9
Commitments .....	11
Training and Development .....	15
Committees .....	17
Standing Committees .....	19
Officer Roles .....	22
Meeting Structure and Logistics .....	24
Board Member Liability.....	25
Appendix I: Board Member Position Description .....	28
Appendix 2: Who Does What in Healthcare Operations.....	30
Appendix 3: What Does the Board of Directors’ Do?.....	31
Appendix 3: What Does the Chief Executive Officer Do?.....	34
Appendix 3: Division of Responsibilities .....	36
Appendix 4: Annual Work Plan.....	38
Appendix 5: Policy & Procedure Review Schedule .....	41

## **INTRODUCTION**

The XXXX (“Center”) Board Governance Policy Manual defines the role of the Board and delineates how the Board will carry out its responsibilities. The Board Governance Policy Manual and the Bylaws are the primary governing documents for the Center.

The purpose of these policies is to:

- make clear Board intent, goals, and aspirations
- promote consistency of Board action
- clarify Board member’s roles, responsibilities, and commitments

The Board Governance Policy Manual is available at each Board meeting and provides guidance for decision making. A copy of the Board Governance Policy Manual will be given to each Board member and revisions will be distributed, as appropriate.

Board policies are adopted through a majority vote of the Board and only at Board meetings. Before adopting any policy, all Board members will receive a copy of the proposed policy in advance of the meeting at which the vote is to be taken. All policies will be reviewed on a regular basis by the Board for accuracy and appropriateness, and recommendations will be made for amendment, addition, or elimination.

# XXXX

## MISSION STATEMENT

XXXX's mission is to provide quality health care services to the medically underserved populations of our communities.

## VISION STATEMENT

XXXX, working with private and public health partners, and by leveraging and efficiently using its limited resources, will help to create a seamless system of access to compassionate, high quality cost-effective primary and preventive health care for all residents of the communities it serves. XXXX strives to improve the health status within the communities it serves, particularly for those residents who are economically or otherwise disadvantaged.

## OUR VALUES

### **CARING AND COMPASSION:**

We treat those we serve and one another with concern, kindness and respect.

### **HONESTY AND INTEGRITY:**

We act openly and truthfully in everything we do.

### **TEAMWORK:**

We work together cooperatively, recognizing the power of our combined efforts exceeds what we can accomplish individually.

### **COMMUNITY:**

We acknowledge our vital role in local communities, and we seek to understand and serve their needs.

### **EXCELLENCE AND QUALITY:**

We are committed to quality and to adding value in every aspect of our work, and we strive to exceed the expectations of our customers.

### **EDUCATION, TEACHING AND TRAINING:**

We strive to create an educational environment for our patients, our employees, our Board members and for the training of medical professionals dedicated to serving the disadvantaged.

## **CULTURALLY COMPETENT ORGANIZATION**

The Center strives to be a culturally competent organization that accepts and respects individual differences. Diversity within the organization provides the Center with a full range of perspectives and contributes to the ability to better meet the needs of the diverse community we serve.

The Center's commitment will be reflected through an environment that not only promotes the awareness of ethnic, cultural, racial, economic, sexual orientation and gender issues, but also values diversity. The Center will provide quality primary health care services without regard to a person's culture, ethnicity, economic status, sexual orientation, gender or ability to pay. To realize this goal, the Center will train staff to be culturally sensitive, and to the extent reasonable and possible, actively recruit and hire culturally diverse staff. In addition, at times of Board member transitions, the Board will identify any gaps in representation of the patient populations served by the Center and will actively recruit Board members who represent the diverse community.

## **ROLE OF THE BOARD OF DIRECTORS**

In carrying out its responsibilities, the Board of Directors for XXXX has the following role:

- ❖ Assuring MISSION
  - ❖ Embracing a future VISION
  - ❖ Making VALUES explicit
  - ❖ Setting STANDARDS
  - ❖ MONITORING performance
- ❖ **MISSION** – assuring:
- clarity around what, for whom, and at what cost
  - responsiveness to the community served
  - services/programs appropriately address patient needs
  - decisions are made in light of Mission
- ❖ **VISION** – embracing a future:
- by thinking beyond today
  - toward leading and away from reacting
- ❖ **VALUES** – making explicit:
- what we believe
  - what we stand for
  - what is important
- ❖ **STANDARDS** – setting:
- financial, personnel, and healthcare policies
  - current programs
- ❖ **MONITORING** – performance:
- patient access/provider productivity
  - recruitment and retention needs
  - based on measurable indicators of success
  - maintaining fiscal health and availability of resources
  - evaluating CEO's effectiveness

## **JOB DESCRIPTION AND RESPONSIBILITIES**

The Board serves as Directors of the Center. The Board guides to act in the public interest and meet the needs of the community. The Board is responsible for:

- Establishing goals and monitoring outcomes of the organization
- Monitoring the organizational performance in fulfilling the mission of the center
- Assuring the center has the necessary resources and is fiscally healthy
- Reviewing and approving grant submissions

The Department of Health and Human Services (DHHS), Health Resources and Services Administration (HRSA), Bureau of Primary Health Care (BPHC) provides oversight of the Center's Federal 330 grant. As defined by the BPHC, the Board of Directors has the responsibility for establishing policies, including but not limited to:

- Approval for the selection and dismissal of the CEO
- Review the performance of the CEO
- Establishing operating policies including human resources and financial management policies
- Establishing health care policies including scope and availability of services, location and hours of services
- Assuring the Corporation is operating in compliance with federal, state, and local laws and regulations
- Evaluating healthcare activities of the Corporation, including but not limited to patient access indicators including clinician productivity, recruitment and retention
- Assess and Monitor Needs of Target Population, overseeing progress in meeting XXXX's mission and goals

The Board of Directors will perform a self-evaluation of Board operations on an annual basis. The Board will use the results to identify problems and set goals for improvement.



## **SIZE AND COMPOSITION**

According to Section 5.2 of the Center's bylaws, The Corporation shall have no fewer than nine (9) and no more than fifteen (15) Directors. The Board will be diverse in its representation by gender, race, ethnicity, and profession and a majority of Board members must be active consumers of services of the Health Center.

### **Consumer Board Members:**

- At least 51% of the Board members will be recipients of services at the Center. Consumer members are members of the Board, who are current registered patients of the Health Center, or parent/legal guardians of a dependent who is a registered patient, and must have accessed the health center in the past 24 months to receive at least one or more in-scope services(s) that generated a health center visit.
- Consumer members will be reflective of the population served by the Center in terms of race, ethnicity, and sex. The Board will include a review of its latest filed annual Uniform Data System (UDS) report as a guideline in determining the mix of members.

### **Non-Consumer Board Members:**

- The remaining members of the Board of Directors will be representative of the community primarily served by the practice location of the Center.
- Non-consumer Board members will be selected for their expertise in community affairs, local government, media, education, medicine, finance and banking, legal affairs, business, and social services.
- No more than one-half of the non-consumer Board members and up to no greater than twenty five percent (25%) of the total membership of the Board, will be individuals who are employed in healthcare and therefore derive more than 10% of their annual income from the health care industry.

### **Elections:**

- Board composition will be assessed annually, prior to Board elections, to determine whether the composition meets the aforementioned guidelines. Any deficiencies in the area of consumer members will be addressed when filling any Board vacancy. The Board Nominations Committee will undertake a process to reach those Board Composition goals.

### **Board Nominations Recruitment Process:**

- Develop an initial list of prospective Board members that would best fit the criteria and reflect the recruiting priorities, meeting composition needs.
- Contact potential candidates to determine interest and answer questions.
- Schedule and conduct an in-person orientation for those candidates who expressed interest.
- Meetings are then arranged with the Board Nominations Committee to interview all candidates that best fit the recruiting priorities.
- Board Nominations Committee will meet to evaluate the potential candidates, reviewing recruiting priorities and Board composition.
- Board Nominations Committee will recommend appointments to the full Board and action taken and documented in Board meeting minutes.

## **COMMITMENTS**

Board members are elected and agree to serve for a three-year term. There are no limits to the number of consecutive board terms that a Board member is eligible for. Elections for Board members will be held at the September Board meeting. Renewing Board members will be asked by the CEO well in advance of the September Board meeting as to their intention to serve an additional three year term. The CEO will then alert the Board Chairman and the Chair of the Board Nominating Committee as to whether an existing Board member is willing to serve another term or if they will be vacating their position resulting in the need to fill that Board position. If a seat becomes vacant the Board Nominating Committee will then move forward with its process of recruitment, evaluation with recommendations going to the full board at its next regular meeting.

Board Officers, i.e. Chair, Vice Chair, Treasurer and Board Secretary, are also elected annually through a process completed at the September Board meeting. The CEO will reach out to both the existing Board officers and to all Board members well in advance of the September Board meeting to seek their consideration for filling one of the Board officer positions. If more than one Board member wishes to fill one of the Board Officer positions, a written ballot election will take place at the September Board meeting with a simple majority vote determining who fills that specific Board Officer position.

During the three-year term, Board members make the following commitments:

### **Accountability:**

- Board members should understand the Center, its mission, goals, objectives, and programs.
- Board members should make decisions on issues, policies, goals and objectives based on careful consideration of the facts and all relevant data.
- Board members should participate fully and openly in meetings; share insights, ideas, and suggestions.

**Attendance – Board Meetings:**

- As pledged in the Center’s Board Member Expectations, Board members are to commit to a high priority of attendance at all Board and Committee meetings (goal of 75%).
- An expectation of accepting responsibility of being an XXXX Board member is a commitment to attend a large majority of Board meetings as well as Committee meetings that you are specifically assigned to. The Board has established a goal of attending at least 75% of meetings throughout the fiscal/calendar year. At the end of each fiscal/calendar year, those board members who have not achieved 75% attendance will be notified of their attendance by either or both a letter and/or phone call or other communique by the Board Chair with the expressed intention of determining what steps that board member intends to take to ensure compliance with this goal. Exceptions to this policy goal can be determined by either the Board Chair or other delegated Board Officer, for situations like serious health issues that may require time away from Board service in any given year.

**Attendance – Committee Meetings:**

- As pledged in the Center’s Board Member Expectations, all Board Members agree to serve on at least one Committee or task force, and participate in the accomplishment of its objectives. If the Board member chairs the committee or task force they are to:
  1. Call meetings as necessary until objectives are met
  2. Ensure that the agenda and support materials are mailed/emailed to all members in advance of the meetings
  3. Conduct the meetings in an orderly, fair, open and efficient manner
  4. Make committee progress reports/minutes to the Board at its scheduled meetings, using the adopted format

To participate in:

1. The strategic planning retreat
2. Board self-evaluation programs
3. Board development workshops, seminars, and other educational events that enhance my skills as a Board member

### **Time Commitment:**

- Board members are expected to review all pre-meeting reading materials in advance of the Board or Committee meeting.
- When absent from any meeting, Board members are expected to review minutes and materials from the missed meeting.
- During the Director's three-year term, each member is expected to:
  1. Attend a new member orientation meeting (first year).
  2. Participate on at least one standing committee.
  3. Participate in the strategic planning retreat held at least once every three years.
  4. Attend/participate in regular Board training/development opportunities typically offered as part of regular Board meeting agendas and/or attend regional state or Federal Community Health Center meetings (e.g. NACHC, CPCA, HANC, etc).

### **Accepting Leadership Roles:**

- During the Director's three-year term, each member will be offered the opportunity to serve in at least one leadership role. Leadership roles might include:
  1. Officer position
  2. Committee Chair
  3. Ad-Hoc/Task Force Committee Chair

### **Conflict of Interest:**

- Board members shall support the mission and goals of the Center and the community it serves. Board members must avoid any/all conflicts of interest.
- Board members shall, upon installation, sign an Annual Disclosure of Potential Conflicts of Interest Statement, and will update the form on an annual basis. If a Board member has any perceived conflicts of interest, these must be disclosed to the Board.

- When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, the member must remove themselves from comment during the deliberation and the vote.

### **Speaking as One Voice:**

- Board members may not attempt to exercise individual authority except as explicitly set forth in Board Bylaws and/or policies.
- Board members may not speak individually for the Center unless authorized by the full Board or if in an urgent matter, with the support of the Board Executive Committee.
- Once a decision has been reached on any Center issue, the Board will speak with one voice.

### **Confidentiality:**

- Board members should not disclose information about the Center's activities unless those activities are already known by the public or have become a part of public record.

### **Interaction with Staff:**

- Board members must not use their positions to obtain employment in the Center, or for preferential medical treatment for themselves, family members or close associates.
- Board members should not attempt to resolve staff complaints. When confronted with a staff complaint, Board members will:
  - a) express concern and desire that the complaint be handled appropriately as outlined in the Personnel Policy
  - b) explain that an individual Board member has no authority to deal with staff complaints; therefore, the Board member will not attempt to mediate or resolve their complaint
  - c) explain that the Board has delegated staff, including complaints, to administration and the staff person should address their concern with the Chief Executive Officer or his/her delegate.

## **TRAINING AND DEVELOPMENT**

Board members agree to participate in ongoing training and development.

### **New Board Member Orientation:**

New Board members will attend an initial orientation and training session delivered by the CEO prior to their first regularly scheduled Board meeting. Throughout the orientation and training, new Board members will receive the following documents for review and consideration:

- Mission Statement and Core Values
- Board of Director's Governance Policy Manual
- Org Chart
- Access to Board Approved Operating Policies including Personnel and Finance
- Board Bylaws and Articles of Incorporation
- Access to minutes of meetings for the last year
- Federal grant application, including budget
- Most recent audit and financial statements
- Current list of all Board Members
- History/Brochures/Program Descriptions
- BPHC Governing Board Handbook
- List of Commonly Used Acronyms

Center staff will assist in the orientation, which will include a tour of the center; instruction on how to read budget and financial reports; and an overview of Board meetings.

### **In-services for Board Members:**

In-services for Board members are essential to Board development. The Center will also pay reasonable travel and meeting expenses for a limited number of Board members each year to attend state or national meetings of Community Health Centers. Special consideration will be given to Board members who have not participated in previous state and national meetings. Travel expenses will be reimbursed according to The Center's Personnel Policy.

Board members who attend conferences will make a presentation at the next Board meeting of the new ideas and insights gained at the conference.

**Ongoing Board Development:**

The primary Board development strategy is through materials and presentations made at a regular or special Board meeting. Such items may be included in the agenda of Board meetings. A speaker may be invited to the meeting or a Board or staff member may update the Board on a relevant topic. In addition, Board members who attend regional, state or federal training/policy-oriented programs that are sponsored by XXXX will be asked to report to the full Board a summary or highlights of what they learned at those meetings. Information obtained through the Board self-evaluation will be used to help craft the content of future Board development agenda items.



## COMMITTEES

The Board appoints both standing committees and ad-hoc committees. This policy applies to both, whether or not they include non-Board members.

- Board standing and ad-hoc committees are created to advise the Board. When the Board takes action to establish a committee, they will also assign a specific charge and suggested membership.
- Membership on committees may include: currently elected Board members, former Center Board members including ex-officio Board members, Center staff and other individuals from the community with specific skills sets and experience useful to the Committee.
- Committee meetings are open to all Board members. Only the appointed members of the committee are allowed to vote.
- The Chairperson of the Board will be an ex-officio member of all committees, but will only vote on the committee to which they are assigned.
- The Chief Executive Officer, or delegated representative, will be a nonvoting member of all committees as a staff resource to the committee.
- Only the full Board or Executive Committee can exercise authority over the Chief Executive Officer.
- Only the full Board or Executive Committee may speak or act for the Board.
- Board committees do pre-Board work by clarifying issues, identifying alternatives, and determining implications of proposed actions.
- Recommendations resulting from committee action will be presented by the Chairperson, or a member of the committee, in the form of a motion at a full Board meeting.
- Minutes and attendance will be taken at all committee meetings.
- There are five standing committees of the Board:
  - a) Executive Committee
  - b) Finance Committee
  - c) Audit Committee
  - d) Board Nomination and Development Committee

e) Compliance Committee

The Chairperson of the Board of Directors will appoint the Chairpersons and members of each standing committee at the beginning of each Board election year, typically at the September Board meeting or at such other times as the Chairperson shall determine.

Ad-hoc committees are established whenever a special need arises, and then disband once their charge is complete.

## **STANDING COMMITTEES**

### **Executive Committee:**

- The purpose of the Executive Committee is to take actions on behalf of the Board between its meetings, as necessary, to conduct the business of the Center.
- Membership will include Board officers.
- The Executive Committee oversees the evaluation of the Chief Executive Officer including developing the criteria used for evaluation, interviewing staff participating in evaluation, and preparing summary information for consideration by the full Board.
- All business transacted by the Executive Committee will be reported at the next Board meeting.
- Executive Committee meetings will be called as necessary.
- The Chairperson of the Board will serve as the Executive Committee's Chair.

### **Finance Committee:**

- The purpose of Finance Committee is to:
  - a) Oversee the financial operations of the Center, including revenues and expenses and other operational indicators that impact fiscal performance such as clinical productivity.
  - b) Oversee the preparation of the annual budget and monitor budget variances with actual revenue and expenditures
  - c) Review year-end financial statements
  - d) Review financial statements on a monthly basis
- The Finance Committee will meet monthly
- There will be a minimum of three Directors on the Finance Committee
- The Treasurer of the Board will serve as the Committee's Chair

### **Audit Committee:**

- Selects a qualified auditing firm with the expertise and understanding of current financial auditing laws, regulations and best practices including a demonstrated understanding of audit issues, as required by HRSA, of Federally Qualified Health Centers.
- Ensures that an annual financial audit is conducted by a professional auditing firm in accordance with federal guidelines.
- Receipt of the final audit by the Audit Committee with an in-person presentation by the Auditing firm disclosing the outcome of the audit, including any findings and any management reporting requirements with a full report to the Board.
- Upon receipt of the final annual fiscal audit, make a recommendation to the full Board as to the acceptance of the audit.

(Please Note: California law requires that less than 50% of the Audit Committee members may also be members of the Center's Finance Committee).

### **Board Nomination and Development Committee:**

- The purpose of Nominating Committee is to:
  - a) Recruit new Board members with deference to the preferred mix of members needed to carry out the regulatory requirements under FQHC guidance and in keeping with best practices in non-profit Board Governance.
  - b) Develop and provide new Board member orientation, assist in identifying Board development and training goals and Board training schedule.
- There will be a minimum of three Directors, including any ex-officio members, on the Nominating Committee
- The chairperson of the Nominating Committee shall be a Director

### **Compliance Committee:**

- The purpose of Compliance Committee is to:
  - a) To oversee and evaluate the Center's Compliance Program.
  - b) To make recommendations to assist the Board in approval and oversight of the development, maintenance, and implementation of the Center's Compliance Program policies and activities.

- c) Meetings of the Compliance Committee will occur as deemed necessary in any given year but no less than twice a year. The Center's Compliance Officer will be the primary staff person to this Committee.
- There will be a minimum of three Directors on the Compliance Committee
  - The chairperson of the Compliance Committee shall be a Director

## **OFFICER ROLES**

There are four officers of the Board:

- Chairman
- Vice-Chairman
- Secretary
- Treasurer

As determined in the Center's Bylaws Article VI, the officers shall be appointed annually at the September Board meeting. In addition to the duties outlined in the Bylaws, the officers have the following roles:

### **Chairman's Role:**

Responsible for:

- Planning and leading Board meetings
- Integrity of the Board process
- Managing the participation of Board members
- Appointing committee chairpersons and membership
- Chairing the Executive Committee
- Assuring the Board's work is completed

### **Vice-Chairman's Role:**

Responsible for:

- Performing duties of the Chairman in their absence
- Manage special assignments as requested by the Board Chairman

### **Secretary Role:**

Responsible for:

- Ensure the accuracy and integrity of the Center’s official Board records including all official minutes of proceedings including all actions taken by the Board and other Board Committee records or minutes.
- Ensure that at the principal office in California of the Center that a copy of the Articles of Incorporation and By-laws, as amended to date, are kept.

**Treasurer Role:**

Responsible for:

- Integrity of the Center’s financial affairs
- Assuring the Board remains knowledgeable of the financial status of the center
- Chairing the Finance Committee

## **MEETING STRUCTURE AND LOGISTICS**

- Board meetings are held monthly, 12 times per year.
- Board meetings will be held on the fourth Thursday of each month at a designated location, or as so determined by the Directors in office from time to time. The November and December Board meeting dates will be revised from year to year, so as to not conflict with statutory holidays and to ensure a quorum of Board members. Notice will be provided in advance.
- The Board will receive a packet for the upcoming meeting either couriered or mailed and electronically transmitted at least four days prior to the meeting. Board pre-meeting reading materials include a tentative meeting agenda, the previous month's minutes including the Chief Executive Officer's report and the Chief Medical Officer's report including key quality and financial reports, and any information requiring review prior to the meeting. Other members of the Center's Senior Management Team, including the Chief Operations Officer/Compliance Officer, Chief Information Officer and Chief of Planning and Development will also provide a report each month highlighting issues of importance to Board members.
- At the beginning of each calendar year, the Board Chairperson, with the assistance of the CEO, will prepare a work plan and objectives for the upcoming year, as well as measures of success.



**YOUR LEGAL RESPONSIBILITIES  
AS A  
BOARD MEMBER**

**BOARD MEMBER LIABILITY**

A. The governing Board of Directors is the legally responsible entity and can be sued.

Minimizing liability can be done by:

1. Keeping well informed – attend meetings, review reports, ask questions, know what’s going on
2. Perform your duty wisely, honestly and to the best of your ability
3. Keep in mind the following principles:
  - a. Conflict of Interest – declare any conflict of interest and refrain from attempts to influence when there is a conflict of interest
  - b. Corporate Liability - follow the law and assure that the legal obligations of the corporation are being met
  - c. Duty of Care – perform your duties in good faith with the best interests of the center in mind
  - d. Duty of Loyalty – the Center should come before your own interests

B. Practice “Risk Management”:

1. Maintain adequate insurance coverage.
2. Maintain written policies, adequate controls, and reporting systems to govern operations.
3. Keep “Paper trails” – written documentation of all important activities – meetings, hiring and firing processes, medical records, etc.
4. Keep the corporate compliance plan current and verify that management is following the compliance plan and reporting back findings to the Board Compliance Committee and then to the full Board.
5. Files – especially personnel and financial – should be kept up to date and retained even after an organization closes its doors (at least three years).
6. Attend Board and Committee meetings regularly.
7. Be familiar with the minutes of Board meetings and the minutes of your committee assignments.
8. Be familiar with the Center’s publications.
9. Treat the affairs of your Center as you would your own.
10. Be certain the Center’s records are audited by a reputable CPA firm.
11. Be familiar with the Center’s goals, objectives and programs.

12. Insist that all committee meetings are reported at Board meetings in either oral or written form.
13. Know the Center's budget, budget process, and financial situation.
14. Know who is authorized to sign checks and in what amount.
15. Avoid self-serving policies.
16. Inquire if there is something you do not understand or if something comes to your attention which causes you to question a policy or a practice.
17. Insist that there is a well-established personnel program with a competent staff and Chief Executive Officer
18. Avoid the substance or appearance of conflicts of interest.
19. Be certain your Center is fulfilling all aspects of its not-for-profit and tax exempt status.
20. Monitor the community and professional image of your Center.
21. Be certain that policies are clearly identified, and the Board acts on them as a whole rather than action by a small group of individuals.
22. Know the Center's Board of Directors, financial condition, programs and staff.
23. Require that your Center has proper legal counsel.
24. Monitor the activity of your CEO to ensure it does not overstep its authority.
25. Insist on the Board having a policy relative to Board volunteer liability.
26. Lastly, keep in mind this not-for-profit law: Directors and Officers shall discharge their duties in good faith and with the degree of diligence, care and skill which ordinarily prudent men would exercise under similar circumstances in like positions."

# **APPENDIX I**

## **EXAMPLE**

### **BOARD MEMBER POSITION DESCRIPTION**

#### **DUTIES AND RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS**

1. To put the interests of the health center above any personal or other business interest
2. To maintain the confidentiality of Board information
3. To serve on at least one Board committee
4. To attend Board and committee meetings regularly
5. To review information provided to the Board
6. To exercise reasonable business judgment in the conduct of Board business
7. To participate actively in Board issues by critiquing reports and providing innovative resolutions to problems

#### **REQUIRED KNOWLEDGE AND SKILLS OF INDIVIDUAL BOARD**

##### **MEMBERS**

1. Ability to read and understand standard financial statements.
2. Understanding of the concept and operation of a HRSA/BPHC funded health center.
3. Training and/or experience in one or more of the following areas (does not necessarily apply to consumer members):
  - a. management
  - b. health care delivery
  - c. law
  - d. financial management
  - e. marketing/public relations
  - f. employee relations
  - g. personnel management
  - h. community affairs
  - i. social services delivery

- j. Ability to work with others on the Board and in the committee setting.

**OTHER**

1. Board meetings are held monthly and last approximately one to two hours.

## Appendix 2

### **WHO DOES WHAT IN HEALTH CENTER OPERATIONS?**

<b>Board Role</b>	<b>CEO's Role</b>
Develop Mission Statement	Communicate Mission Statement
Guide Strategic/Long-Range Planning	Implement Strategic/Long-Range Planning
Establish/Approve Policy	Implement Policy
Select and Evaluate Qualified Chief Executive Officer	Ensure Timely and Accurate Reporting to Board on Achievement of Organizational Goals and Objectives
Evaluate Center Operations	Manage Center Operations
Review Quality of Care	Monitor Quality of Care
Represent Community Interest	Represent Health Center Needs

**XXXX**  
**BOARD – STAFF**  
**RELATIONSHIPS**

**WHAT DOES THE BOARD OF DIRECTORS DO?**

The Board of Directors provides the continuity on which your Center is based. Individual members of the staff and the Board come and go, but the entity of the Board exists as long as your organization does. Individual members of the Board, together form a corporate body that has the overall responsibility for the organization.

What are the specific functions of the Board of Directors? Board members generally assume responsibilities in the following areas:

A. Budget and Finance:

Board members approve the budget, which is generally prepared by the Chief Financial Officer (CFO), and reviewed by the CEO and Senior Management. They monitor program expenditures and determine sound fiscal policy and internal control practices. They assume responsibility for the fiscal accountability of the Center.

B. Fund Raising:

Board members ensure that adequate funds are available for financing the Center's operations. They approve the general fund-raising methods used by the center, and they participate in fund-raising activities. Individual Board members may serve as a contact for the Center for specific funding sources.

C. Program Evaluation:

Board members monitor program effectiveness. They review program-evaluation reports on a regular basis, and they advise staff on the Center's self-evaluation activities.

D. Planning:

Members of the Board of Directors participate in and approve the long-range Strategic Plans of the center, including the program's goals and objectives. They assist the staff in the development of these plans and set organizational priorities for action.

E. Personnel:

The Board of Directors hires the Chief Executive Officer, monitors the effectiveness of the Director's performance, and removes the Director when his or her performance is unsatisfactory. It determines the salary scales and benefits for the staff, and it develops personnel policies. However, staff members are hired, evaluated, and, if necessary, removed by the Chief Executive Officer, not the Board.

F. Board Development:

The Board of Directors determines the structure of the Board and committee membership. It nominates and selects new Board members and sets the standards for its own periodic self-evaluation. Self-evaluation by Board members is an important process as it provides feedback to the Board Chair and with the help of the CEO, as to potential training opportunities as well as other opportunities for improvement at the Board level.



G. Public Relations:

When appropriate, the Board of Directors communicates with funders, community leaders, and other interested parties about the Center's programs. On occasion, Directors represent the Center in the community. More typically, Board members advise the staff in the development of public relations responses to community and/or Health Center issues as appropriate.

H. Policy:

Members of the Board determine the Center's policies. Policies can be defined as the broad guidelines that provide a framework for future decision making. Policies are reflected in procedures, which are the more specific, narrow parameters that are used in organizational decision making.

Procedures clarify what steps must be taken, what rules must be followed, and who must be included in the process. Procedures are generally formulated by the staff rather than by the Board. Organizational Policies and Procedures are routinely brought to the Board for review and approval on a regular basis.

## **WHAT DOES THE CHIEF EXECUTIVE OFFICER DO?**

The Chief Executive Officer is appointed by and responsible to the Board of Directors and is charged with providing leadership and over-all direction and administration of the operations of the Center. He or she interprets and applies the policies of the Board of Directors; establishes basic policies within which the various activities are carried out; guides and develops short and long-range planning; and evaluates activities in terms of objectives.

A. **Planning:**

Develops and gains Board approval on the goals, objectives and priorities for the Center.

B. **Budget and Finance:**

Reviews and approves the Center's budget for Board approval (following review and recommendation by the Board Finance Committee) as prepared by the CFO.

C. **Staff:**

Supervises staff in carrying out the plans and programs of the Center. Determines responsibilities and authority among staff and assures that high standards of performance are being met.

D. **Resources:**

Works with Board to secure adequate resources to carry out the center's programs and monitors the allocation of these resources to insure they are used effectively and efficiently.

E. **Administration:**

Is responsible for the day-to-day administration of the activities of the Center.

F. **Review and Evaluation:**

Monitors, and revises when necessary, the activities of the Center in order to gain greater program effectiveness. Assists Board in evaluating progress and outcomes of programs, and recommends revisions of goals or objectives when needed in order to improve organizational performance.

G. Public Relations

Works with the Board to ensure community awareness of the Center's goals, mission, objectives and programs, and obtaining community support for the Center. The CEO, or his/her delegate, is the chief spokesperson for the Center, unless otherwise directed by the Board Chair.

## **DIVISION OF RESPONSIBILITIES**

<u>FUNCTION</u>	<u>BOARD</u>	<u>CEO</u>
Budget & Finance	X	X
Planning	X	X
Review and Evaluation	X	X
Securing Resources (fund raising included here)	X	X
Public Relations	X	X
Hire/Fire Chief Executive Officer	X	
Hire/Fire Other Staff		X
Day-to-Day Administration		X
Setting Policy	X	
Board Development	X	

## Appendix 4 Annual Work Plan

### January – June Meeting Activities

January	February	March	April	May	June
New Board member orientation (as appropriate)	Review key statistics from UDS Report (moved to April)	Review and Update Board Governance Manual (Reviewed in January)	Presentation of the annual audit by an independent CPA firm	Sign annual Conflict of Interest forms	Review the performance of the Chief Executive Officer
Review Compliance Work Plan	Board Training and Development Program – Roles and Responsibilities	Review Strategic Plan Objectives	Featured Policy Update	Sign Confidentiality forms	Review BPHC program expectations *
Review and approval of Scope of Services, locations and hours of operation	Fee schedule update	Featured Policy Update	Review of Mission Statement/ Bylaws	Update Biographical Information	Assessment of the Board's composition
Review Quality Policies	Review and approval of HRSA 330 business plan, health plan and grant budget		Review key statistics from UDS Report	Review and approval of Executive Compensation Plan	Featured Policy Update
Approve Annual CEO Professional Objectives	Featured Policy Update		Review annual community needs assessment	Review Chief Executive Director Salary Survey	
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January	February	March	April	May	June
Update Annual Board Work Plan/Governance Manual			Review facility needs	Featured Policy Update	

Featured Policy Update**					
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\* The timing of this item is driven by HRSA from year-to-year

\*\* Please see Appendix 5 for the Policy Review Schedule

**July – December Meeting Activities**

<b>July</b>	<b>August</b>	<b>September</b>	<b>October</b>	<b>November</b>	<b>December</b>
Featured Policy Update	Notify those Board Members whose term is ending and whether they wish to continue for another three-year term with Board resolution occurring at the September Board meeting.	Election of members due to vacancies	Board Member Boot Camp	Review results from Annual Board Self Appraisal	Review and approve operating budget for the upcoming fiscal year
	Remind Board Members the availability of Board Officer positions (i.e. Chair, Vice-Chair, Treasurer and Board Secretary) with Board resolution to occur at the September Board meeting.	Re-appointment of Board Members to succeeding three year term	Distribution of Annual Board Self Appraisal	Review and approve holiday bonuses	Featured Policy Update
	Featured Policy Update	Election of Officers	Featured Policy Update	Featured Policy Update	Distribution of the annual calendar of meetings for the upcoming year
		Continued on next page=>			Continued on next page=>

<b>July</b>	<b>August</b>	<b>September</b>	<b>October</b>	<b>November</b>	<b>December</b>
		Committee appointments			CEO to submit proposed new Fiscal Year management objectives
		Recognition for departing Board members and previous year's officers			Capital Budget Approval
		Compliance Committee to Review Corporate Compliance Plan and compliance with state, local, and federal regulations			403(b) Matching Approval
		Fee schedule update (possible)			
		Featured Policy Update			



**Appendix 5**  
**XXXX**  
**2015 Policy & Procedure Review Schedule**

<b>Proposed Month</b>	<b>Policy</b>	<b>Responsible Person</b>
<b>January</b>	Telemedicine Quality Improvement Management Plan	
<b>February</b>	HIPAA Security Compliance Plan Billing Policy and Procedure Finance Policy and Procedure	
<b>March</b>	Center Operations 340B Policy and Procedures Infection Exposure Control Plan	
<b>April</b>	HIS Policy & Procedure Credentialing & Privileging Policy Dental Policy and Procedure Safety and Emergency Operations Plan	
<b>May</b>	Risk Management Policy	
<b>June</b>	None	
<b>July</b>	Medical Staff Manual Information Technology Services Policy Manual	
<b>August</b>	HIPAA Privacy Manual	
<b>September</b>	CME Program Policy & Procedures Employee Handbook	
<b>October</b>	Compliance Plan Central Supply and Quality Control Testing Policy and Procedure	
<b>November</b>	None	
<b>December</b>	Nursing Policy Manual Medication Management Policy	