

## **Roles & Responsibilities of a Health Center Governing Board**

A health center Board of Directors has numerous functions and responsibilities. Many of those responsibilities are grounded in the board members' inherent legal duties to the health center of care, loyalty, and obedience. Federal regulations applicable to health centers elaborate on these duties and set forth specific responsibilities that a governing board of a health center is expected to fulfill. This checklist provides an overview of such duties and responsibilities.

### **Individual Board Member Responsibilities**

- Attend and participate in all board meetings (regularly scheduled monthly meetings, special meetings, and annual meeting) – each board member should, among other things:
  - Be prepared for the meetings (*i.e.*, read reports and minutes provided prior to the meetings, be ready to approve the minutes at the next subsequent meeting and be familiar with the agenda);
  - Ask questions (as appropriate);
  - Express his/her opinions;
  - Be respectful of the opinions of other board members;
  - Maintain confidentiality of board information, including discussions that occur during board meetings; and
  - Act in the best interests of the health center at all times, including making decisions with undivided allegiance.
  
- Establish and actively participate in appropriate board committees.
  
- Represent the health center within the community (but only as authorized), including:
  - Promoting the image of the health center in the community
  - Advocating for the health center
  - Advancing and acting in a manner consistent with the health center's mission, vision, goals and objectives when representing the organization
  - Determining who should speak publicly for the organization and under what circumstances.
  
- Establish and participate in a board orientation and training program, under which all board members (new and experienced) become knowledgeable about (among other things) their roles and responsibilities and how these differ from the roles and responsibilities of management and staff.
  
- Participate in board development activities, including periodic board education programs.

## Full Board Responsibilities

- ❑ Hold a regularly scheduled meeting at least once a month, keeps minute of each meeting, and approve the minutes at the next subsequent meeting.
- ❑ Approve the selection and dismissal of the health center's Chief Executive Officer/ Executive Director.
- ❑ Conduct periodic (at least annual) reviews of the performance of the Chief Executive Officer/Executive Director.
- ❑ Work with (but not interfere with the daily operations of) the health center's CEO and other management members and delivery systems by, among other things:
  - Receiving and reviewing reports;
  - Conducting discussions with the Chief Executive Officer/Executive Director and other top management;
  - Delegating daily operations to the Chief Executive Officer/Executive Director; and
- ❑ Establish, periodically review and, as necessary, update the health center's mission and vision, and review operations for consistency with the established mission and vision.
- ❑ Adopt and periodically update personnel policies, including:
  - Selection and dismissal procedures
  - Salary and benefit scales
  - Employee grievance procedure
  - Equal opportunity practices
- ❑ Adopt and periodically update policies for financial management practices, including:
  - A system to assure accountability for center resources and assets
  - Approval of the annual operating budget (including the use of federal grant and non-grant funds)
  - Approval of center priorities (including for the allocation of funds among services)
  - Approval of eligibility for services (including fee schedules and the sliding fee discount program)
  - Approval of billing and collection policies
  - Long-range financial planning

- ❑ Ensure adequate resources for the health center, including conducting and supporting appropriate fundraising activities.
- ❑ Manage resources (budget, reviews, audits, *etc.*) in a cost-effective manner.
- ❑ Adopt and periodically update health care policies, including:
  - The scope and availability of services
  - The location and mode of delivery of services
  - Hours during which services are provided
  - Quality-of-care audit procedures and quality assurance/improvement programs
- ❑ Measure and evaluate the health center's activities, including:
  - Service utilization patterns
  - Productivity
  - Patient satisfaction
  - Achievement of annual and long-term programmatic goals and objectives
  - Development of a process for hearing and resolving patient grievances
- ❑ Evaluate the health center's achievements and program direction on an annual basis and, as necessary, update the center's goals, objectives and budgets accordingly
- ❑ Conduct periodic needs assessments to ensure that the health center remains responsive to the community
- ❑ Engage in strategic and operational planning, and assure effective organizational planning every three years
- ❑ Approve the annual grant application, as well as other grant applications and requests to federal, state and local agencies that are related to the health center project (including Change in Scope requests submitted to the Health Resources and Services Administration)
- ❑ Assure that the health center operates in compliance with applicable federal, state, and local laws and regulations, including the adoption of corporate compliance and risk management programs
- ❑ Establish, periodically review and, as necessary, update the governance structure for the health center, including:
  - The board's compliance with overall size and composition requirements and proscribed authorities

- The terms of office and the selection and removal processes for members of the governing board
  - The responsibilities of corporate officers, the terms of office, and the selection/removal processes for officers
  - The board's committee structure (standing, ad hoc), and the membership and responsibilities of each committee
  - The regular meeting schedule, quorum, and acceptable meeting venues
  - The proper recording, distribution and storage of meeting minutes of the health center corporation
  - The establishment of executive session and dissolution procedures
  - The adoption of a Standards of Conduct that applies to board members, officers, employees, and agents, and which includes (among other things) disclosure and management of conflicts of interest; provisions required under procurement rules; confidentiality obligations; limitations on gifts and gratuities consistent with procurement rules; and consequences of violating the Standards of Conduct
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- Conduct periodic (at least annual) review and as necessary update the Bylaws.
  - Develop a process for recruiting and selecting new board members.
  - Periodically (at least annually) self-assess the board's own performance, including its efficiency, effectiveness and compliance with all requirements of a health center board.