



COMMUNITY HEALTH PARTNERS' (CHP) MISSION IS TO ENHANCE  
COMMUNITY HEALTH AND WELL-BEING THROUGH INNOVATIVE  
PROGRAMMING, STRONG PARTNERSHIPS, AND IMPROVED OUTCOMES.

BOARD OF DIRECTORS  
JOB DESCRIPTION

Nonprofit organizations provide unique opportunities for individuals to combine their energy, talents and values for community improvement and enrichment. Nonprofits are obligated to understand their role as entities that engage and inspire individuals and communities for public benefit, and to conduct their activities with transparency, integrity and accountability.

Officers and directors owe three basic fiduciary duties to a nonprofit organization: the duties of obedience, loyalty and due care.

The **duty of obedience** forbids acts outside the scope of corporate powers. The governing board must comply with state and federal law, and conform to the organization's charter, articles of incorporation and bylaws.

The **duty of loyalty** dictates that officers and directors must act in good faith and must not allow their personal interests to prevail over the interests of the organization.

The **duty of care** requires directors and officers to be diligent and prudent in managing the organization's affairs and must handle the organizational duties with such care as an ordinarily prudent person would use under similar circumstances.

The Board Of Directors retains responsibility for:

1. Defining CHP's mission and providing leadership and strategic direction;
2. Direct oversight and direction for the CEO and evaluating his/her performance;
3. The budget;
4. Setting policy and ensuring there are adequate resources to carry out the mission;
5. Enhancing community awareness and promoting the organization;
6. Attending board meetings, participating in discussions, using independent judgment and avoiding conflicts of interest and self-dealing;
7. Evaluating its own effectiveness as a governing body, as a group of volunteers, and as representatives of the community in upholding the public interest.

## GOVERNANCE

### A. Expectation

Governance by and for the people served is an essential and distinguishing element of the health center program. The governing body assumes full authority and oversight responsibility for CHP. Strategic thinking and planning are essential functions for the board within the context of the environment in which CHP operates, as well as pursuing its mission, goals and operating plan. The board carries out its legal and fiduciary responsibility by providing policy level leadership and by monitoring and evaluating CHP's performance.

### B. Explanation

Governance requirements for health centers are addressed in law, regulation and policies. Section 330 requires that CHP has a governing body which:

- ↳ is composed of individuals, a majority of whom are being served by the health center and who, as a group, represent the individuals being served by the health center;
- ↳ meets at least once a month;
- ↳ schedules the services to be provided by the center;
- ↳ schedules the hours during which services will be provided;
- ↳ approves the center's grant application and annual budget;
- ↳ approves the selection of the director for the center and;
- ↳ establishes general policy for CHP.

### C. Governing Board Functions and Responsibilities

The governing board of a health center provides leadership and guidance in support of CHP's mission. The board is legally responsible for ensuring that CHP is operating in accordance with applicable federal, state and local laws and regulations and is financially viable. Day-to-day leadership and management responsibility rests with staff under the direction of the Chief Executive Officer.

#### 1. Responsibilities

The governing board is responsible for assuring that CHP survives in its marketplace while it pursues its mission. This is a massive challenge in an extremely dynamic health care environment which is placing increasing financial and service delivery pressures on all providers.

Boards must be knowledgeable about marketplace trends and be willing to adapt their policies and position to reflect these trends. In addition to approving annual grant applications, plans, and budgets, boards should work with health center management and community leaders to actively engage in long-term strategic planning to position CHP for the future.

Success is dependent on CHP's ability to effectively adapt to marketplace trends while remaining financially viable. Boards must not only plan effectively but also measure and evaluate CHP's progress in meeting its annual and long-term programmatic and financial goals. CHP's mission, goals, and plans should be revised as appropriate to the feedback gained through the evaluation process.

The governing board must select the services provided by CHP. While certain services are mandated by law, health center boards have a great deal of latitude in deciding which additional services should be offered and whether the services should be offered directly or through referral and collaboration with other service providers.

Resources are always limited and a major challenge confronting health center boards is

deciding which services should be supported with available resources. Effective needs assessment and planning processes are essential for making informed decisions about service configuration.

The governing board must determine the hours during which services are provided at health center sites. Health centers are expected to schedule hours that are appropriate for their community.

The board must approve the annual budget and grant application. The intent is not that the board simply sign-off on documents but that it understands the substance and implications of the budget and application.

Ensuring the financial health of the organization and aligning the goals of the project application with the strategic direction of CHP are critical functions for the board. In order to effectively fulfill these functions, the board must be involved in health center planning throughout the year.

The board must approve the selection and dismissal of the CEO of CHP. Because the chief executive is the primary connection between board established policy and health center operations, the board must evaluate the performance of the chief executive and hold him or her accountable for the performance of CHP.

Together, the board, the chief executive and other members of the management team comprise the leadership for CHP. To succeed, they must work together to ensure a strong organization and move forward into the future.

The board establishes general policies for CHP. These include personnel, health care, fiscal, and quality assurance/improvement policies. These policies provide the framework under which health center staff conduct the day-today operations of the organization.

#### D. Board Meetings

The CHP Board of Directors meets monthly. Committee meetings are held as needed.

#### E. Board Training and Development

It is expected that governing board members have sufficient knowledge and information to make informed decisions about CHP's strategic direction, policies and financial position. Board members should be provided with opportunities for training and development, as well as conducting self-evaluations. The board is responsible for identifying and assuring it meets its educational and training needs including orientation and training of new board members.

#### F. Committees

The work of committees may be assumed by the full board of directors unless it is determined by the governing body that a committee should be established. Ad hoc committees are created as determined by the board.

1. The Executive Committee is comprised of the board officers (chair, vice chair, secretary, treasurer) and the CEO.
  - This committee is authorized to act for the Board.
2. Planning Committee
  - To lead strategic planning endeavors.
3. Fundraising Committee's job is not simply to raise money. Instead, the Fundraising Committee is responsible for overseeing the organization's overall fundraising and, in

particular, the fundraising done by the board. To accomplish this, its responsibilities are:

- To work with staff to establish a fundraising plan that incorporates a series of appropriate vehicles, such as special events, direct mail, product sales, etc.
- To work with fundraising staff in their efforts to raise money
- To take the lead in certain types of outreach efforts, such as chairing a dinner/dance committee or hosting fundraising parties, etc.
- To be responsible for involvement of all board members in fundraising, such as having board members make telephone calls to ask for support, and
- To monitor fundraising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective.

4. The Budget and Finance Committee tasks are:

- To review budgets initially prepared by staff, and on a consistency between the budget and the organization's plans
- To report to the board any financial irregularities, concerns, opportunities
- To recommend financial guidelines to the board (such as to establish a reserve fund or to obtain a line of credit for a specified amount)
- To work with staff to design financial reports and ensure that reports are accurate and timely
- To oversee short and long-term investments
- To recommend selection of the auditor and work with the auditor
- To advise the CEO and other appropriate staff on financial priorities.

5. Board Development / Nominating Committee is responsible for the general affairs of the board and to:

- To prepare priorities for board composition
- To meet with prospective board members and recommend candidates to the board
- To recommend a slate of officers to the board
- To conduct orientation sessions for new board members and to organize training sessions for the entire board.

6. Program Committee is often comprised of board members who are most familiar with the approaches and operations of the organization's programs. This committee's most common responsibilities are:

- To oversee new program development, and to monitor and assess existing programs
- To initiate and guide program evaluations, and
- To facilitate discussions about program priorities for CHP.

7. Personnel Committee drafts and/or revises personnel policies for board approval, reviewing the CEO job description, establishing a salary structure, and annually reviewing staff salaries, and reviewing the benefits package. The personnel committee acts only on formal written grievances against the executive director or when an employee formally appeals a decision by the executive director to the board.

#### G. Officers' Responsibilities

- Attend all board meetings;
- Serve on the executive committee.

1. Board Chair:

- Chair board and executive committee meetings ensuring that proper procedures are followed and that all board members participate in discussions;
- Serve as an ex-officio member of all committees;
- Work with the CEO to prepare the agenda for the board meetings;
- Work with the CEO to ensure that board resolutions are carried out;
- Call special meetings as necessary;
- Appoint committee chairs and members;
- Ensure that board members and officers are aware of their roles and responsibilities;
- Oversee executive director's annual performance evaluation; oversee new executive director searches as needed;
- Oversee the board self-evaluation process; identify organizational and board strengths and weaknesses and put forward motions to make improvements;
- Build trust; nurture the board, staff and committees to support CHP's mission;

2. Vice Chair:

- Carry out special assignments as requested by the chair;
- Understand the responsibilities of the chair and perform the chair's duties in the chair's absence or in the event of incapacitation;
- Provide leadership.

3. Secretary:

- Maintain all board records; ensure accuracy and safety of all board records;
- Review board minutes;
- Assume responsibilities of the chair in the absence of the chair or vice-chair.

4. Treasurer bears special responsibility for ensuring that CHP is financially sound and its assets are being used effectively. The treasurer also must ensure that the board as a whole fulfills its fiduciary responsibilities.

- Chair the finance committee;
- Ensure that appropriate financial reports are filed and available to the board in a timely manner;
- Review with the CEO/CFO projected income and expenses and assist with preparing the annual operational budget for board review and approval;
- Review with the CEO/CFO financial policies and procedures (including internal controls and investments) and ensure their compliance with federal, state, and local requirements;
- Review the annual audit; ensure that any adverse audit findings are addressed.