



**BOARD MEMBER AND BOARD CHAIRPERSON
LEGAL DUTIES, ROLES AND RESPONSIBILITIES AND
LIMITS ON POWER AND AUTHORITY
BOARD POLICY #P-2018.10.04-2**

LEGAL DUTIES

The Board has three legal duties:

A duty of obedience to the charitable purpose of the organization, a duty that should be demonstrable in all the Board's decisions.

A duty of loyalty, to act based on best interests of the organization and the wider community it serves, not the narrow interests of an individual or stakeholder group.

A duty of care, to be diligent in carrying out the work of the Board by preparing for meetings, attending faithfully, participating in discussions, asking questions, making sound and independent business judgments, and seeking independent opinions when necessary.

ROLES

The role of the Board is to govern, not manage, the organization. Board work involves three main roles with respect to five primary responsibilities:

Policy Formulation

- Specify and convey Board expectations, directives and constraints.
- Approve and periodically review major policies affecting the District, Hospital and the operation of the Board.

Decision Making

- Choose among alternatives regarding matters requiring Board attention and input.

Oversight

- Monitor and assess key organizational process and outcomes.

RESPONSIBILITIES

The Board has five primary responsibilities:

Strategic Direction

- Formulate the District's ends, its vision, and key goals, and ensure that management strategies are aligned;
- Review and approve the District's Mission, Vision, Values and Annual Strategic Plan and updates;
- Review and approve major transactions and significant new programs and services; and
- Monitor organizational performance against goals.

Executive Performance

- Ensure high levels of executive performance;
- Select, support, advise, and set policy for the CEO; and
- Establish and approve annual performance expectations and criteria, evaluate, and determine annual compensation including benefits and bonus, and determine retention or termination of the CEO.

Quality

- Ensure the Hospital provides high quality patient care and patient experiences;
- Review recommendations from the Medical Staff and approve the credentialing of physicians and other medical professionals; and
- Establish quality goals, review the Hospital's means and methods of measuring quality patient care and patient experiences and the results, and take corrective action when necessary.

Finances

- Ensure the District's financial health;
- Establish the financial goals, develop the financial indicators, monitor financial performance, and take corrective action when necessary;
- Approve the annual budget in alignment with the Strategic Plan and key financial objectives; and
- Ensure the necessary financial controls are in place.

Board Effectiveness and Efficiency

- Ensure the Board is effective and efficient, focused on its roles and responsibilities.

BOARD CHAIRPERSON RESPONSIBILITIES

Leadership

Guide and direct the governance process, centering the work of the Board on its legal duties, roles, and responsibilities, and forward facing issues.

Annual Work Plan and Board Calendar

Establish an annual Board work plan and a Board calendar for the calendar year. The Board calendar shall include all Regular and Special Board meetings, Hospital and Foundation events usually attended by the Board members, and all other annual activities.

Agendas

Establish agendas for Board meetings, in collaboration with the CEO. Focus the discussion/action portion of the agendas on forward facing issues dealing via policy formulation, decision making and oversight. Place all non-action items, other than the consent calendar, at the end of the agenda. Move issues of interest to the public to the top of the meeting agenda.

Meeting Management

Preside over Board meetings in a manner that encourages participation and information sharing while moving the Board toward timely closure and prudent decision-making. Focus the discussion on forward facing issues dealing via policy formulation, decision making and oversight. Facilitate while not dominating discussions to lead to Board action. Start meetings on time. Attend each meeting in its entirety.

Committee Direction

Work with committee chairpersons to align the work of Board committees annual work plans with the Board's annual work plan, District's Strategic Plan, including its vision and goals.

CEO Relationship

Serve as the Board's central point of official communication with the CEO. Develop a positive, collaborative relationship with the CEO, including acting as a sounding board for the CEO on emerging issues and alternative courses of action; and

Stay up-to-date about the organization and determines when an issue needs to be brought to the attention of the full Board or a committee.

CEO Performance Appraisal

Lead the processes of CEO goal-setting, performance evaluation and compensation review, consistent with Board policy.

Board Conduct

Set a high standard for Board conduct by modeling, articulating and upholding rules of conduct set out in board bylaws and policies. Intervene when necessary in instances involving breaches of conflict-of-interest, confidentiality and other Board policies.

Board Learning and Development

Lead the development of the Board's knowledge and capabilities by playing a central role in orientation of new Board members, mentoring and ensuring continuing education for the entire Board.

Succession Planning

Participate in the recruitment of new Board and Board Committee members.

Self-evaluation

Provide for an effective, objective Board self-evaluation process and supports implementation of recommendations for improvement; and

Seek feedback on his or her performance as Chairperson.

BOARD MEMBER RESPONSIBILITIES

Citizenship

1. Attend 90 percent of Regularly Scheduled Board meetings each calendar year
2. Attend 70 percent of Special Board meetings each calendar year
3. Attend 80 percent of Regularly Scheduled meetings of Board committees on which they serve
4. Attend the annual Board retreat(s) and Board training conference(s)
5. Shall make every effort to attend SVH activities and functions
6. Fulfill their fiduciary duty of loyalty, putting the interests of the District ahead of their own
7. Maintain confidentiality regarding all matters that demand it, including but not limited to Closed Sessions
8. Do nothing that would discredit the organization.

Performance

1. Arrive at Board and Committee meetings on time and do not leave early
2. Serve as a member of at least one Board Committee
3. Carefully review Board and Committee agenda packages and come to the Board and committee meetings prepared
4. Actively participate (by sharing ideas, opinions, observations, perspectives, expertise and experience) in Board and Committee meeting deliberations and discussions
5. Listen to and respect the opinions and perspectives of the other members and do not dominate the discussion

6. Be willing to express a dissenting opinion and vote no when the need arises
7. Fully support the Board's policies and decisions once they have been implemented
8. Serve as advocates of the organization in their dealing with other organizations, groups, and individuals
9. Refrain from using "Reply All" when responding to non-informational, policy related emails in order to avoid unintentional violations of the Brown Act.

Limits on Power and Authority

The Board acts only collectively, never individually. Individual Board members have absolutely no power; Board authority derives from the Board as a whole. The Board Chair, Board Officers, and Board Committee Chairs, have limited individual powers only as specifically established in the District Bylaws, Board Policy, Board Resolutions or other specific Board action.

When the Board Chair and/or members have reason to believe, in settings other than Board meetings, that others may believe they are speaking on behalf of or representing the Board, when in fact they are not, they should advise that person or group that they are in fact speaking as an individual and are not representing the Board. While the Board Chair and/or members cannot control how others perceive them or their comments, this point is important, and Board members should error on the side of caution.