Serving as a __[organization name]___ board member is an important responsibility that must be undertaken/discharged with a high level of commitment, seriousness, competence and energy. Our board’s performance and contributions depend upon the quality of its members’ knowledge, skills, experience, perspectives/values and behaviors. Key expectations associated with the director role are specified below.

**Foundational**

*you are expected to:*

- ✔ Have (and continually demonstrate) a high level of interest in, and commitment to:
  - __[organization name]___ stakeholders;
  - __[organization name]___ vision/mission and goals; and
  - the critical role __[organization name]___ plays in enhancing the health status and well being of our community.

- ✔ Possess the motivation and ability to meet the significant time requirements associated with being a director, including:
  - preparing for board and committee meetings (estimated __ hours per month);
  - participating in board and committee meetings (estimated __ hours per month);
  - participating in director continuing education and board development activities (estimated __ days per year); and
  - attending organization/community events when requested to do so by the board chair.

- ✔ Fulfill the legal fiduciary duties of loyalty, care and obedience associated
with being a director.

- Understand ___[organization name]___ key stakeholder groups in addition to their needs, interests and expectations; serve as a stakeholder agent; consider, deliberate, decide and act on stakeholders’ behalf.

- Not serve as the advocate of a particular stakeholder, narrow interests or interest groups.

- Possess a high level of personal and professional integrity; not behave in ways that could reflect unfavorably on ___[organization name]___ or our board. Understand our board’s code of conduct; annually, attest willingness to abide by it.

- Have no general material conflicts-of-interest that would affect the ability to decide/act in the best interests of ___[organization name]___ and its stakeholders; understand our board’s conflict-of-interest policy and annually attest willingness to abide by it.

- Keep sensitive organizational/board matters confidential; understand our board’s confidentiality policy and annually attest willingness to abide by it.

General Competencies and Capacities

You are expected to:

- Develop, over time, an increasingly sophisticated understanding of:
  - governing obligations, responsibilities and roles;
  - structure and functioning of the U.S. healthcare industry;
  - opportunities and threats posed by markets in which ___[organization name]___ operates;
  - characteristics and strengths/weaknesses of ___[organization name]___;
its strategies, structure, management, operations, finances and clinical programs;
- the nature of medical practice, challenges facing physicians and factors that affect the quality of patient care;
- laws, regulations and accreditation standards applicable to __[organization name]___;
- the health status and needs of communities served by __[organization name]___; and
- the strengths/weaknesses and opportunities/threats posed by competitors.

✓ Possess, at the time of appointment (or acquire within the first six months of service), and continue to develop over time, the ability to understand and interpret __[organization name]___ key quality reports and metrics.

✓ Possess, at the time of appointment (or acquire within the first six months of service), and continue to develop over time, the ability to read, analyze and interpret __[organization name]___ basic financial and operating statements.

✓ Be familiar with provisions of our board’s bylaws, governing protocols and policies.

✓ Understand, and be willing to advance, __[organization name]___ vision/mission.

✓ Work collaboratively with other directors, management and medical staff leadership.

✓ Follow through on commitments to __[organization name]___, the board and other directors.
Be aware of potential legal liabilities associated with serving as a director; understand provisions of our board’s directors/officers liability insurance coverage and indemnification policy.

Continually develop capacities and competencies associated with the director role.

Specific Behaviors

With respect to participation in board and committee meetings, directors are expected to:

- Attend ___ percent of regularly scheduled meetings (either “in-person” or via video/telephone-connection).

- Carefully/thoroughly review the “agenda book” and background materials; come to board meetings prepared to discuss, deliberate and act on issues.

- Arrive at meetings on time and not leave early.

- Actively participate in board discussions/deliberations, sharing perspectives, experience, expertise, ideas, opinions, questions and concerns.

- Request additional information and seek clarification when an issue is not fully understood.

- Listen carefully to, and respect, the views/opinions of other directors.

- Maintain focus; not distract other directors or become distracted.

- Be willing to alter one’s opinion when presented with contrary facts/opinions.
✓ Ask tough questions when the need arises; serve as a “check and balance” to management and the medical staff on behalf of stakeholders.

✓ Question and challenge when proposals are inadequately formulated.

✓ Acknowledge potential conflicts-of-interest when they arise:
  - seek an opinion from the board chair regarding its materiality; and
  - if deemed material, totally extricate oneself by: leaving the meeting when the matter is being considered; not discussing the matter with fellow directors or management; and refraining from voting on it.

✓ When the situation warrants, express a dissenting opinion and vote “no.”

✓ Support board policies and decisions once they are formulated/made, even after voting against them.

**Board Citizenship**

*You are expected to:*

✓ Serve as a member of at least one board standing committee.

✓ Attend, and actively participate in, our board’s annual retreat.

✓ Attend, and actively participate in, board education/development programs.

✓ Participate in community events as a board representative when requested by the chair.

✓ Serve as a representative and advocate of __[organization name]___ in all personal and professional dealings.

✓ Be willing/able to serve in a governance leadership role (as the board or
Support the chair and President/CEO; when requested, provide advice/counsel to them regarding the execution of their roles.

Participate in our board’s periodic assessment process.

Prior to the conclusion of each term served, complete the individual director self-assessment survey.

Immediately tender your resignation when unable and/or unwilling to fulfill these expectations.

**NOTES:**

*This is an illustration* based on current best practices, but is not meant to be comprehensive or inclusive. It is provided as a template, and point of departure, for your board’s discussion and formulation of its own director position charter.

This charter is aligned with other *Center Tools*, particularly: board charter; governing principles; and committee charters.

This director position charter is grounded on a model of healthcare organization governance forwarded in *Board Work* by Dennis Pointer and James Orlikoff (Jossey-Bass, 1999). For information regarding, or to order, this publication visit www.americangovernance.com.