Sample Position Profile: Vice President, Governance

Job Title: Vice President Governance
Incumbent: Texas Health Resources
Entity: Incumbent: Texas Health Resources
Reports To: President and CEO and General Counsel
(entity: legal governance functions)
Prepared Date: January 7, 2004

Organizational Definition
This position is within the Texas Health Resources (“THR”) entity. The THR organization is composed of THR and its controlled entities, including 13 acute care hospitals, a long-term acute care hospital, a retirement community, and a medical research organization. The position also supports the Founding Members, Harris Methodist Health System (“HMHS”) and Presbyterian Healthcare Resources (“PHR”), and Sponsoring Member, Arlington Memorial Hospital Foundation, Inc. (“AMHF”), and the Harris Methodist Health Foundation and Presbyterian Healthcare Foundation.

Summary
Works with the CEO to develop and implement strategic goals and objectives for THR regarding all aspects of the health care system’s governance structure. This includes THR, its Founding Members, foundations, and controlled and affiliated entities, which equates to 25 boards of Trustees/ Directors. Works with the CEO to build and preserve ongoing relationships with board members, senior management, and external groups. Acts as an interface between the board and senior management and between the organization and some of its most important external constituencies. Serves both board members and senior management by encouraging open and honest communication between them, facilitating the participation of board and management in shaping policy and supporting the organization, and by keeping the CEO and other officers informed of board and board member needs and expectations. Coordinates the duties of the Secretary and all aspects of Governance/Board operations for PHR, HMHS, THR, and all subsidiary entities of each. Responsible for working with the CEO and THR Board to design and implement a multi-year system Governance strategy addressing Board recruitment, orientation, education, communication, committee structure, and self-assessments and linking the strategy between the THR Board and its controlled corporations. Coordinates the Board, officer and management authority, and approval processes at all levels for THR, HMHS, PHR, and all subsidiary entities of each. Participates in the design and interpretation of the THR Approval, Authority, and Responsibility Matrix and monitors compliance. Develops, maintains, and distributes information regarding the organizational structure and investments of THR, HMHS, PHR, and all subsidiary entities of each.

Essential Duties and Responsibilities
1. Governance/Board Operations of THR:
   Responsible for working with senior management and the Board of Trustees in the development and implementation of strategic goals, objectives, and standards for THR regarding aspects of the health care system’s governance structure. This includes board structure and composition, charter and bylaws provisions, definition of board roles and responsibilities, board independence, size, and structure, succession planning, decision systems, monitoring systems, control/ownership structures, and corporate governance policies and guidelines.

   Responsible for designing and implementing a multi-year governance strategy addressing Board recruitment, core competencies, orientation,
education, communication, committee structure, self-assessments, and linking the strategy between the THR Board and its subsidiary corporations, including proactively developing innovative ways to deliver value through benchmarking and best practices. This includes primary responsibility for supervising the planning and all activities related to the THR Leadership Conference and the THR Board/Committee Conference; development and implementation of the System-wide Board Orientation Program; and development and maintenance of the THR Trustee Web site.

Provides the process, methodology, training /education, templates, and standards for Governance operations to THR-controlled organizations. Responsible for working with the CEO to build and preserve ongoing relationships with board members, senior management, and external groups. Acts as an interface between the board and staff and between the organization and some of its most important external constituencies.

Understands the history and mission of the organization and is well informed about its current policies, programs, and the changing environment in which it operates and makes recommendations to discontinue practices that are no longer useful, to adopt best practices developed elsewhere, and to adapt to changes in management style and policy.

Serves both board members and senior management by encouraging open and honest communication between them, by facilitating the participation of board and management in shaping policy and supporting the organization, and by keeping the CEO and other officers informed of board and board member needs and expectations.

Acts as “another pair of eyes and ears” regarding the needs of the board. To do so, this individual must be an excellent communicator, both in written and in interpersonal communications, and must use judgment and discretion.

By combining knowledge of the organization’s structure, history, and mission with an awareness of its key constituencies, contributes significantly to its responses to a changing environment and to heightened public expectations of accountability and corporate integrity.

Supports the participation of board members in meetings and handles communications with board members between meetings, including being immediately responsive to their needs and ensuring they are well informed about the organization they have agreed to serve and that their individual talents are put to good use on its behalf.

Facilitates the delivery of timely and concise information and helps to keep board members engaged between board and committee meetings utilizing blast faxes, mailings, the Trustee Web site, and other mechanisms as set out in the Trustee Communication Plan.

Responsible for informing the CEO and senior management regarding information, questions, and concerns expressed by board members.

Works with the CEO to develop annual governance objectives, agenda planning, management process, board education and orientation strategies, and develop board self-assessment tools and action plans based on results.

Responsible for supporting the board nomination process by providing analyses of the current composition of the board(s), soliciting suggestions for nominations from appropriate constituencies; developing a pool of prospective candidates meeting the qualifications identified by the Governance Committee and THR Board; and providing information about possible new board members to the Governance Committee.
Accountable and responsible for the development of multi-year strategies and plans with regard to the THR Governance Plan, Authority Matrix, organizational documents, and corporate structure information resources for review and approval by senior management and the board.

Plays a role in developing and revising board and committee roles and responsibilities and work plans for review, discussion, and approval by senior management and the board.

Plays a role in coordinating, collaborating, organizing, problem solving, raising issues, and integrating initiatives, solutions, and actions for the CEO. Will conduct analysis and formulate recommendations for senior management and assist in the development and implementation of budgeting, goal establishment, short- and long-range planning, and other activities at the direction of the CEO.

Directs and oversees the research and development of written/oral presentations and communications related to governance issues, strategies, policies, protocols, and applications, including on behalf of the CEO and Chairs of the Boards of THR, HMHS, and PHR.

Directs and oversees the effective administration of operating and capital budgets for THR Administration and Governance.

Responsible for development and maintenance of the System Master Calendar, including the scheduling and planning of board and committee meetings for THR, HMHS, PHR, and their committees and controlled organizations.

2. **System Leadership:**
   Participates as a member of key organizational leadership and decision-making councils/committees, including System Leadership Council, System Quality, and Operations Council, Shared Services Leadership Council, and Internet Leadership Group, as well as attending the executive team meetings.

3. **THR Authority, Approval, and Responsibility Matrix:**
   Works with senior management and the THR Board to develop and maintain the THR Approval, Authority, and Responsibility Matrix and monitors compliance with its provisions.

4. **Corporate Documents/Filings:**
   Responsible for the development and maintenance of the articles, bylaws, minutes, and corporate documents of THR, HMHS, PHR, and all subsidiaries of each, including government and regulatory filings.

5. **Mergers, Acquisitions, and Dissolutions:**
   Coordinates due diligence, development of transaction documents, and other activities involved in mergers, joint ventures, and other types of affiliations.

   Coordinates with the General Counsel, management, third parties, and outside counsel to develop and finalize transaction documents.

   Works with regulatory and licensing agencies in fulfilling notification, reporting, and relicensing/recertification requirements associated with mergers, dissolutions, or other organizational changes.

   Responsible for statutory filings with the Secretary of State related to incorporations and dissolutions.

6. **Audits, Surveys, and Inspections:**
   Coordinates the production of legal/corporate document and information in the course of external and internal financial audits and surveys by accreditation, licensing, regulatory, or other government organizations, including the Texas Department of Health, the Internal Revenue Service, the Federal Trade Commission, the Health Care Financing Administration, the Joint Commission for the Accreditation of Healthcare Organizations, and others, for THR, PHR, HMHS, and all subsidiaries of each.

7. **Corporate Entity and Structural Information:**
   Responsible for the maintenance of current
information (i.e., ownership/control interest, legal structure, status, statutory filings, transactions) for all THR, HMHS, PHR, subsidiaries, controlled organizations, and investments.

Responsible for responding to inquiries from Board members, all levels of management and staff, outside counsel, auditors, regulatory, and government agencies, and others regarding the corporate structure of THR and its subsidiaries; the relationship between the THR organization and its affiliates, subsidiaries, controlled entities; and entities in which the THR organization has a minority or noncontrolling interest.

Responsible for the development and maintenance of the THR Corporate Entity List utilized by management throughout the THR organization.

8. Regulatory/Governmental Compliance:
Coordinates with the Texas Department of Health, the Internal Revenue Service, the Texas Secretary of State, the Texas Comptroller of Public Accounts, the U.S. Office of Patents and Trademarks, the Federal Trade Commission, and other governmental or regulatory agencies and other internal departments in the THR organization in assisting all corporations and facilities in the THR organization in maintaining consistency and compliance with the statutes, rules, and regulations of these agencies, including updating administrative policies, filing of corporate and other documents, licensing/relicensing applications, intellectual property filings, and the provision of requested documents and information.

Supervisory Responsibilities
Responsible for the overall direction, coordination, and evaluation of assigned department units within THR.
Carries out the supervisory responsibilities in accordance with the organization’s policies and applicable laws.
Responsibility includes oversight of interviewing, hiring, training employees, planning, assigning, and directing work; appraising performance; rewarding and disciplining employees; addressing complaints and resolving problems.

Qualifications
Individual must be able to perform each essential duty satisfactorily. The requirements listed below are representative of the knowledge, skill, and ability required. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions. Equivalent education and experience may be substituted for any of the skills, education, licenses, and/or experience listed below.

Executive Core Competencies
• Values and promotes leadership throughout multiple levels of the organization.
• Sets an example to foster an environment of teamwork, delegation, and mentoring.
• Effectively presents materials and findings to appropriate audiences.
• Clearly and effectively communicates on the telephone, in person, and in memoranda and correspondence.
• Maintains focus on customer service and continuous improvement.
• Identifies and prioritizes day-to-day tasks.
• Interacts positively and professionally with key leadership and staff.
• Maintains organizational focus while striving for new challenges and avenues to grow the organization.
• Works effectively and effectively through day-to-day activities.
• Demonstrates high moral character, integrity, ethical behavior, and loyalty to coworkers and the organization.
• Values and promotes a learning environment focusing on positive reward systems and promotes an atmosphere of respect for the individual values of all coworkers.

Education and/or Experience
Bachelor’s degree; certificate from an ABA-approved paralegal school, and CLA or TBLS certification preferred; Master’s degree preferred. Position requires a minimum of 7-10 years experience in a corporate office, preferably in a multi-unit health care organization; an employment
A record of increasing responsibilities in administrative/governance operations planning and leadership, preferably in a multi-unit health care organization.

Knowledge of corporate law, mergers, and acquisitions, health law, and intellectual property law preferred.

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Scope Indicators
(M = Thousands; MM = Millions)

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