[Hospital Name]

*Board of Trustees*

*[Executive/Governance and Nominating] Committee*

Board Member Job Description

**The Role of the Board of Trustees**

Trustees are responsible for leading and overseeing the progress and success of the hospital in achieving its mission and vision in a manner guided by the hospital’s values. As a not-for-profit organization, the board is accountable for ensuring that the hospital provides benefits and services that will help meet the health care needs of the community it serves.

The board has a number of critical responsibilities. Among them, the board oversees the development, approval and successful implementation of the hospital’s strategies, and is responsible for hiring, determining the compensation of and evaluating the CEO. The board of trustees has ultimate responsibility for the quality of care and patient safety provided by the hospital, and is accountable for the appointment and performance of the medical staff. Trustees are also responsible for ensuring sound and successful fiscal performance by the hospital.

**Responsibilities of the Board**

**Mission, Vision and Strategy**

The board adopts and periodically reviews the hospital’s mission, vision and values, and ensures that they drive strategic plans and board decision-making. The board determines the programs and services provided by the hospital, and makes sure that they address community needs and the fulfillment of the mission. The board is responsible for ensuring adequate resources are available and allocated in support of these efforts. It is also responsible for clear communication of the hospital’s mission, goals and accomplishments, both internally and externally, generating confidence in and loyalty to the hospital.

**CEO Selection, Evaluation and Support**

The board is responsible for appointing a competent and experienced CEO and for ensuring he or she has the support needed to ensure responsibilities can be successfully carried out. The board determines the CEO’s responsibilities and conducts an annual evaluation of the CEO’s performance. It is also the board’s responsibility to establish the compensation structure for the CEO.

**Board Membership**

The board must define the terms of service for board members, including length of terms, limits on consecutive terms served, requirements for board and committee meeting attendance, and compensation for travel, conference attendance, governance education and board meeting service.

The board is responsible for developing a well-thought out succession planning process for the selection and appointment of new trustees that will fill gaps in governance experience, expertise and diversity and build overall governance capacity. The board must also ensure that new board members are well-oriented to their governance responsibilities.

**Governing Board Performance Improvement**

The board must adopt and adhere to a conflict of interest policy, including annual written disclosure of existing or proposed outside financial interests and business connections or transactions which might influence or appear to influence a trustee’s official duties or actions.

The board is responsible for providing access to governance education programs that will ensure board members are knowledgeable about key issues. The board is also responsible for the conduct of an annual assessment of board performance, taking action when board performance does not meet established standards.

**Organization**

The board is accountable for adoption of an organizational plan for the board of trustees, administration and medical staff, and for the election of board officers and establishing board committees in accordance with provisions of the bylaws. The board must ensure that each committee has a specific purpose and written charter and approves appointment of trustees to committees. The board also enables establishment of a volunteer Auxiliary.

**Medical Staff**

The board is responsible for ensuring the medical staff organization includes a responsible administrative unit and adoption of bylaws, rules and regulations, etc. for governance of their practice in the hospital as deemed by the board to be of the greatest benefit to the care of patients within the hospital. The board must approve the medical staff bylaws and any proposed revisions.

It is also incumbent upon the board to credential qualified medical staff, and to appoint, reappoint and approve privileges for all medical staff members. The board also reviews and takes final action on appeals involving termination of medical staff appointments and/or privileges.

The board must ensure it develops meaningful mechanisms for interaction between the medical staff and the governing board.

**Quality of Care**

The board’s responsibility for the quality of care and patient safety provided by the hospital is a fiduciary duty of care. The board must review and approve organization-wide quality assurance, quality improvement and patient safety plans and ensure the hospital and board employ mechanisms for monitoring and evaluating quality, identifying and resolving problems, and for pursuing opportunities to improve patient care. The board must make sure the hospital has a process for ensuring the competence of all individuals who provide patient care services. The board also approves mechanisms to ensure a single level of patient care is provided in the hospital. The board allocates resources and establishes support systems for quality assurance and risk management, and provides the support and the resources necessary to enable the medical staff to fulfill its role.

**Financial Oversight**

The board controls and manages the property, affairs, funds and expenditures of the hospital. It approves policies governing the financial affairs of the hospital, ensures that financial controls are in place, and assumes ultimate responsibility for the financial soundness and success of the hospital, protecting the limited resources of the hospital and the community. The board also has a role and responsibility to actively encourage philanthropic support for the hospital.

The board approves an annual operating budget and a capital expenditure budget, confirms long-range and short-range financial plans, evaluates the hospital’s performance against plans, and reviews regular financial reports, ensuring that adequate capital is available for the hospital’s investment strategies.

The board is responsible for selecting the hospital’s independent auditors, receiving and reviewing reports of the hospital’s independent auditors and their performance.

The board authorizes officers of the hospital to act for the hospital in the execution of financial transactions.

**Legal and Ethical**

The board is responsible for ensuring the hospital’s adherence to legal standards and ethical norms. The board regularly reviews and approves the hospital’s compliance plans, Form 990 filings and its community health needs assessment reports.

**Planning**

The board sets the strategic vision and direction for the hospital, ensures effective organizational planning, monitors implementation, progress and achievement of plan goals, and ensures that the hospital’s long-range strategic plan is reviewed regularly to assess the organization’s ability to meet goals and objectives and further the mission.

The board approves long-term plans for development, expansion, modernization and replacement of the hospital’s facilities, major equipment and other tangible assets and approves the acquisition, sale and lease of real property. The board also assesses and approves plans for acquisitions, mergers, affiliations and other partnerships.

**Programs and Services**

The board approves long-range plans for development of hospital programs and services, provides counsel to the CEO in the implementation of program and service plans, monitors progress and evaluates program and service results based on established goals and objectives, and the organization’s mission and vision.

**Community**

The board is responsible for ensuring the hospital’s commitment to community benefit and community health. It oversees conduct of community health needs assessments, identification of health needs, approval of initiatives to address health needs and allocation of resources to support implementation of those initiatives. The board also ensures community health needs assessment reports are made readily available to the public and that the hospital’s community benefits are also well-communicated.

**External Relationships**

Board members must stay well informed about public policy issues and decisions, and assess possible effects on the hospital. Board members need to participate in ongoing relationships with various segments of the public and serve as an advocate, educator and ambassador on behalf of the hospital, communicating with local business, industry, and professional and civic organizations. The board also acts as an advocate for the hospital with local, state and federal government representatives and agencies.

**Trustee Qualifications**

Trustees must possess the leadership skills and expertise required to ensure the hospital’s achievement of its vision and fulfillment of its mission. Highly qualified board candidates will possess the following experience and personal attributes:

* Understanding and willingness to adhere to the fiduciary duties of trusteeship, including freedom from unresolvable conflicts of interest
* Commitment to the hospital, board and fulfillment of the mission and vision; including a willingness to limit other obligations to ensure availability to devote the time needed to the hospital board’s responsibilities
* Integrity and moral ethics, confidentiality, strong personal and professional reputation, and commitment to the community
* Demonstration of strategic and visionary thinking with a focus on goals and outcomes
* Experience, expertise or competency that will contribute value to the board’s leadership capacity
* Informed and knowledgeable, keen intellect and sense of inquiry, coupled with a willingness to engage in constructive confrontation, ask difficult questions and make challenging decisions
* Strong communication skills and ability to establish collaborative working relationships
* Contributes to the board’s diversity, including age, gender, religion, ethnicity, skills, experience and knowledge

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