



## POSITION DESCRIPTION: HEALTH SYSTEM OR HOSPITAL BOARD

### 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. To that end, the board carries out four roles:

- Establish the ends and goals of the organization
- Make policies and decisions to support those ends
- Oversee performance and exercise accountability for results
- Build relationships with the organization's key stakeholders.

### Responsibilities of the Board

---

1. **Provide for excellent management.** Select, support, advise and evaluate the chief executive officer.
2. **Establish executive compensation.** Establish a compensation program for senior management and approve annual compensation for the CEO.
3. **Establish policies.** Approve and periodically review major policies affecting the organization and the operation of the board.
4. **Approve strategic direction and monitor performance.** Approve a mission, vision and strategic direction for the health system; approve a strategic plan; review and approve major transactions and significant new programs and services; and monitor organizational performance against goals.

---

Position Description, Hospital or Health System Board, Page 2

---

5. **Ensure financial viability.** Approve financial goals; approve a long-range financial plan and annual, operating and capital budgets; approve investment policies; monitor financial performance and investment performance against goals; and oversee the audit process.
6. **Ensure clinical quality, patient safety and customer service excellence compared to external benchmarks.** Approve quantitative goals and monitor performance. Approve annual plans for performance improvement and patient safety; and monitor indicators of clinical outcomes, patient safety, quality of service, and community benefit/mission effectiveness.
7. **Ensure quality of medical staff.** Approve medical staff bylaws and oversee the process for appointment and reappointment of members of the medical staff and delineation of clinical privileges. Review and approve appointments, reappointments and clinical privileges for individual practitioners, based on fully documented medical staff recommendations.
8. **Monitor subsidiary performance.** Monitor the performance of subsidiary organizations and ensure they are aligned with the health system's mission, vision and values, and are meeting their performance goals.
9. **Build relationships.** Build relationships and support the organization's policies with key stakeholders, political leaders and donors.
10. **Ensure compliance.** Establish and oversee programs to ensure that the organization fulfills legal, regulatory and accreditation requirements.
11. **Ensure board effectiveness.** Select members of subsidiary boards and ensure the effectiveness of board governance through regular self-assessment and improvement of governance.

### **Performance Expectations for Board Members**

---

1. **Accountability.** A Board member is ultimately accountable to act in the best interests of the community as a whole and the mission of the organization. The Board member carries out his or her responsibilities in recognition of a fiduciary responsibility and does not represent the interests of any constituency or individual.
2. **Exercise of authority.** A Board member carries out the powers of his or her office only when acting as a voting member during a duly constituted meeting of the Board or one of its appointed bodies. A Board member respects the responsibilities delegated by the Board to the CEO, management, and the medical staff, avoiding interference with their duties but insisting upon accountability and reporting mechanisms for assessing performance.



---

Position Description, Hospital or Health System Board, Page 3

---

3. **Chain of command.** If a member of the community or medical staff brings a specific issue, concern or complaint to a member of the board, the board member should handle it through appropriate channels. In general, complaints and concerns about hospital operations or medical staff issues should be directed to the CEO. Unresolved matters should be brought to the board, or to a board committee, only after consultation with the CEO and after other avenues for resolution have been attempted.
4. **Attendance.** The Board member attends all Board meetings, assigned committee meetings, and Board retreats. All board members are expected to serve on one or more committees.
5. **Participation.** The Board member comes to meetings prepared, asks informed questions, and makes a positive contribution to discussions. The Board member treats others with trust and respect.
6. **Confidentiality.** The Board member does not disclose proprietary, sensitive or personnel-related information.
7. **Public support.** The Board member explains and supports the decisions and policies of the Board in discussions with outsiders, even if the Board member voiced other views during a Board discussion.
8. **Conflict of interest.** The Board member avoids conflicts of interest and fully complies with the board's conflict of interest policy and other policies on individual conduct.
9. **Education.** The Board member takes advantage of opportunities to be educated and informed about the Board, the organization, and the healthcare field.
10. **Self-evaluation.** The Board member participates in the self-evaluation of the Board and individual members.