

## BGP-006: BOARD GOVERNANCE PROCESS

Adopted: 06/23/2011

Revised: xx/xx/xxxx

*Southern Nevada District Board of Health*

**SOUTHERN NEVADA HEALTH DISTRICT**

The Board is accountable to the people of Clark County for the competent and effective accomplishment of its objectives.

### 1. Governance Process

- A. The Board's role is to provide leadership and oversight of the activities of the Southern Nevada Health District (SNHD). In both areas, it strives to represent the public health interests of represented jurisdictions and the broader community.
- B. In providing leadership, the Board, in consultation with the Chief Health Officer (CHO), will look towards the future while reviewing the SNHD's mission and identifying the desired ends. In providing oversight, the Board will assess organizational performance in relation to the ends set by its policy goals and adherence to budget, rather than by examining or advising on day-to-day decisions.

#### i. Global Governance Commitment

- a. The Board is committed to ensuring the SNHD achieves appropriate results at an appropriate cost while avoiding unacceptable actions and situations.

#### ii. Governing Style

- a. The Board will govern with a style that promotes vision, strategic leadership and collective decision-making.
- b. Board governance will emphasize:
  - 1) Outward vision rather than internal preoccupation;
  - 2) Encouragement of diversity in viewpoint;
  - 3) Strategic leadership more than administrative detail;
  - 4) Clear distinction of Board and Executive Secretary roles;
  - 5) Collective rather than individual decisions;
  - 6) The future rather than past or present; and
  - 7) Proactive conduct through express value statements versus conduct that is reactive to specific events/decisions
- c. The Board acknowledges that all actions will be taken by majority rule unless otherwise required.

#### iii. Unity of Control

- a. The Board's group decision, as determined through input, discussion and voting, must be unambiguous.

- 1) Only officially passed motions of the Board are binding on the Executive Secretary and SNHD staff.
- 2) Instructions of individual Board members are binding on the Executive Secretary and SNHD staff once the Board has specifically approved such individual authority.

iv. Cost of Governance

- a. The cost of governance includes leadership excellence as well as ensuring adequate resources to achieve the desired outcomes of Board policies. The Board commits to investing in its own capabilities to govern with excellence and to uphold the principles of accountability and transparency.
- b. Accordingly, the Board will:
  - 1) Ensure Board development includes training and orientation for new members and continuing education for existing members to maintain and increase their skills and understandings;
  - 2) Facilitate an annual Board self-evaluation; and
  - 3) Ensure associated costs are incurred prudently, though not at the expense of good governance.

2. Board's Responsibilities

- A. The Board's governance role is distinct from the SNHD's management role. In its governance role, the Board sets broad policies (with input from management). By contrast, management's role involves implementation and day-to-day management of Board policies. Because the Board's voice is expressed through its policies, Board decision-making is always an amendment of, or in addition to, existing policy.
  - i. The Board will produce written governing policies (BGP) that, at the broadest levels, address the following categories of organizational decision-making:
    - a. *Board Governance Process*: Identifies the Board's philosophy and how it carries out its responsibilities and governs itself;
    - b. *Ends*: Written with a long-term perspective, defines what results are to be achieved, for whom, and at what cost;
    - c. *Executive Limitations*: Establishes the acceptable boundaries within which the identified ends will be achieved;
    - d. *Board-Executive Secretary Linkage*: Clarifies the Executive Secretary's authority; how authority is delegated, and how the Board evaluates performance in relation to ends and limitations.
  - ii. Board governance policies (BGP) establish overall parameters within which the Board, management and staff operate. By contrast, management policies, developed and implemented by the Executive Secretary, specify how the SNHD and staff operate within Board policy parameters.

- a. The Board recognizes the distinction between Board policies (BGP) and management policies.
- b. Individual Board members, Board committee members or the Executive Secretary may propose Board policies (BGP).
- c. The Board Chair, in consultation with the Executive Secretary, will review all proposed policies for applicability and to ensure they do not duplicate or contradict existing policies or Board By-laws.

### 3. Role of the Chair

A. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing). The Chair ensures the integrity of the Board's processes and, as needed, represents the Board to outside parties.

#### B. The Chair:

- i. Provides leadership to the Board in convening and chairing its meetings, including special meetings and Closed Sessions;
- ii. Ensures the Board behaves consistently with its own rules and those legitimately imposed upon it externally;
- iii. Ensures the meeting discussion content will be only those issues, which according to Board policy, clearly belong to the Board to decide;
- iv. Ensures deliberation is fair, open, and thorough, but also timely, orderly, and to the point;
- v. Drives the Board towards consensus and resolution of issues and clear conclusions on Board positions;
- vi. Acts as the voice of the Board with respect to Board agreed positions;
- vii. Supports the Executive Secretary as requested and necessary; and
- viii. Carries out other duties as requested by the Executive Secretary and Board as a whole, depending on need and circumstances.

C. The Chair has no authority to make independent decisions regarding the Board's Ends and Executive Limitations policies.

D. Although the Chair may delegate his/her authority, he/she remains accountable for its use.

### 4. Role of the Vice Chair

A. The Vice Chair's responsibilities are to assist the Chair and fulfill the Chair's role in the event of an absence or recusal resulting from a conflict of interest.