

**BGP-006: GOVERNING PROCESS, STYLE &
BOARD RESPONSIBILITIES**
Adopted: xx/xx/2019

Southern Nevada Community Health Center Governing Board

SOUTHERN NEVADA COMMUNITY HEALTH CENTER

The Board speaks with one voice. The Board will encourage diversity in viewpoints while providing leadership and oversight of the Community Health Center's activities. As a whole, the Board is responsible for the governance of the Community Health Center. Individual Board members will put the interest of the Community Health Center above personal, special interest groups, or business interests. Board member responsibilities relate directly to the Community Health Center's organizational needs and circumstances.

1. Governance Process:

- a) In providing leadership, the Board, will direct, control, and inspire the Community Health Center by establishing written policies, in consultation with the Executive Director, that reflect the Board's values and desired outcomes.
- b) Board governance will emphasize:
 - i. outward vision rather than internal focus;
 - ii. strategic leadership more than administrative detail;
 - iii. a clear distinction of Board and Executive Director roles;
 - iv. collective rather than individual decisions;
 - v. a focus on the future rather than the past or present; and
 - vi. being pro-active rather than reactive.

2. Governance Style:

- a) The Board will govern with a style that promotes vision, strategic leadership, and collective decision-making.
- b) The Board's major policy focus will be on the intended long-term effects of the Community Health Center on the target populations and the larger southern Nevada community, not on the administrative or programmatic means of attaining those outcomes.
- c) By initiating policy versus merely reacting to staff initiatives, the Board will use the expertise of individual members to enhance the Board's ability as a whole rather than allow individual judgments to become Board values.
- d) Board Members will demonstrate their commitment to governance in attendance, preparation for meetings, following approved policies and procedures, respecting board and staff roles, and assuring informed decision making.

- e) The Board will promote Board development by regularly evaluating its performance to identify areas for improvement. The Board will assure new members receive orientation and mentoring in the governance process.

3. Board Member Guidelines & Responsibilities:

- Assist the Board in carrying out its fiduciary responsibilities, including development of the annual budget and reviewing the organization's monthly financial reports.
- Attend all board meetings and board sponsored functions, including training.
- Review agenda and supporting materials prior to board and committee meetings.
- Serve on committees and offer to take on special assignments.
- Be informed and participate in determining the organizations mission, services, policies, and programs.
- Understand that no member has the authority to speak for the Board unless specifically authorized to do so by the whole Board.
- Inform others about the organization and enhance awareness within the community.
- Follow conflict of interest and confidentiality policies to ensure legal and ethical integrity and accountability.
- Actively participate in the strategic planning process.
- Refrain from making individual member requests of the staff.

4. Board Officers:

- a) The Chair's primary responsibility is to ensure the integrity of the Board's process. The Chair guides the Board to operate consistently within Board policies, and represents the Board requested outside the organization. Specifically, the Chair will:

- Assure meeting discussion addresses issues within the Board's area of responsibility.
- Support discussion that is open and thorough, but also timely, orderly and to the point.
- Foster input from individuals and organizations that have expertise and interests specifically related to Board decisions and policies.
- Represent the Board in sharing stated Board positions and decisions when needed and directed by the full Board.
- Assure the Executive Director is evaluated annually.

- b) The Vice-Chair will serve in the absence of the Chair and performs other duties as may be assigned by the Chair or Board.

5. Fundamental Board Member Obligations:

- a) Duty of Care

Board members, in carrying out their respective responsibilities, are held to the standard that an “ordinarily prudent person” would take if he or she had those responsibilities. Thus, Board members can take risks, and can make mistakes, without fear of being held personally liable, as long as they exercise reasonable care in making decisions.

b) The Duty of Loyalty

Board members must put the Community Health Center’s interests above the member’s personal interests. The minimum requirement for fulfilling the duty of loyalty in potential conflict situations is that the Board member discloses the conflict (or potential conflict) to the rest of the Board, particularly before voting on the matter.

c) The Duty of Obedience

Board members ensure that the Community Health Center remains true to its mission. To this end, the Board is obliged to ensure the Community Health Center stays true to its purpose. Accordingly, the Board should periodically review the Center’s mission statement, organizational documents, and Board policies and procedures to ensure the Center is, in fact, operating as described.