

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. Board member responsibilities relate directly to the Community Health Center's organizational needs and circumstances.

### 1. Governing Process:

- a) In ~~exercising providing~~ leadership, the Board, will provide strategic direction and support to the Community Health Center's CEO ~~direct, control, and inspire the Community Health Center by~~ ensuring policies are in place which reflect the Board's values and desired outcomes.
- b) Board governance will emphasize:
  - Outward vision rather than internal focus;
  - Strategic leadership more than administrative detail;
  - Collective rather than individual decisions;
  - A focus on the future and present needs rather than the past ~~or present~~; and
  - Being pro-active rather than reactive.

### 2. Governing 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, 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 developing the annual budget and reviewing monthly financial reports.
- Review agenda and supporting materials prior to board and committee meetings.
- Attend ~~all~~ board meetings and board sponsored functions, including training.
- Serve on committees and offer to take on special assignments.
- Be informed and participate in determining the Community Health Center's mission, services, and policies.
- 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. Specifically, the Chair will:
  - Support discussions that are open and thorough, but also timely, orderly, and to the point.
  - Ensure meeting discussions address issues within the Board's area of responsibility.
  - Foster input from individuals and organizations with expertise and interests specifically related to Board policies and decisions.
  - Represent the Board in sharing stated Board positions and decisions when needed and directed by the full Board.
  - Ensure the Chief Executive Director-Officer is evaluated annually.
- b) The First Vice-Chair will serve in the absence of the Chair and perform other duties as may be assigned by the Chair or Board. In the absence of the Chair and First Vice-Chair, the Second Vice Chair shall so serve and perform other duties as may be assigned by the Chair or the Board.

#### 5. Fundamental Board Member Obligations:

##### a) Duty of Care

Board members shall exercise reasonable prudence and care to protect the Community Health Center. Board Members are held to the standard that an "ordinarily prudent person" would use in a similar situation under like circumstances.

##### b) The Duty of Loyalty

Board members are prohibited from using their Board position to benefit themselves or their respective business. Board members shall recognize and disclose conflicts of interest and perceived conflicts of interest and shall endeavor to make decisions that are in the best interest of the Community Health Center. Board members shall not place personal interest or the interest of other persons or organizations over the needs and interests of the Community Health Center. Accordingly, Board members are required to place the Health Center's needs and interests above all else.

##### 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.

**Adopted by the SNCHC Governing Board on January 29, 2020**