

## **Community Health Center Boards: Legal Roles & Responsibilities** Henry Granger's Speaker Notes for Live Champs Webcast

### **INTRODUCTION**

Thanks Andrea for that very nice introduction and welcome. I would like to thank Andrea and CHAMPS for allowing me this opportunity to share with those of you attending this webcast and also those who will view it at a later date. I would also like to thank Wilbert Jones, CEO of Greater Meridian Community Health Clinic in Meridian, MS for allowing me to use this facility for the webcast.

Two things before I start the actual presentation. First, some of the content is repeated because of its importance and my efforts to drive the points home. Secondly, please allow me to apologize in advance in the likely event I step on someone's toes. I only know one way to conduct Board Training and that is straight up and to the point. The work that we do in accomplishing the objectives of the Community Health Centers throughout this country is much too important to be playing games. We have an abundance of challenges to face and it will take teams of dedicated and undeterred individuals to be successful. Here goes my first possible step on someone's toes. Anyone and everyone can not possibly serve on the CHC Executive Board of Directors. In my opinion, there are persons currently serving on the Board who need to go home and there are persons currently being considered as candidates to serve on the Board who should stay at home. It is more than a simple challenge to assemble and/or maintain an effective Board that represents the clientele being served by the respective CHCs. The successful Board should be comprised of individuals who have demonstrated concern, compassion, dedication and a willingness to serve all people. Generally, searchers and search teams looking for new and/or replacement Board members seek out individuals who have plenty of time on their hands. I would say to you, if they have plenty of time on their hands, leave them where they are. You really should look for someone who does not have a lot of free time. As harsh as this may sound, people with too much free time, prolong Board meetings and constantly stay at the clinics where their noses invariably dip into day-to-day operations. People who do not have the extra time want things laid out and in order prior to the meeting; they want the meeting to start on time; they want to take care of business; they want the meeting to flow in a timely fashion without unnecessary interruptions and delays; and they want to end the meeting within a reasonable time frame. The average monthly Board meeting should last around one hour unless there are special issues or concerns to be addressed. For those Boards that meet more or less frequently, the time should be adjusted accordingly.

The educational objectives we hope to accomplish during this initial webcast. At the end of this session, participants will be able to:

- \* Describe their self-assessment of their suitability to serve on a CHC Board
- \* Differentiate the general rights, roles, and responsibilities of the Executive Board of Directors from those of the Chief Executive Officer
- \* Describe the administrative roles of the Executive Director

- \* Describe the legal roles of the Executive Board of Directors
- \* Identify and describe ways the Executive Board of Directors can make its collective voice heard

### **SELF-ASSESSMENT OF MY SUITABILITY TO SERVE ON THE EXECUTIVE BOARD OF DIRECTORS**

As in team sports, you want to select the best possible players who fit into your scheme and effectively complement each other. A team composed exclusively of all-stars very seldom wins games unless they are playing other all-stars. The effective board is generally composed of role players who understand their role and are willing to play it. Please carefully note the title of this section: **“SELF-ASSESSMENT OF MY SUITABILITY TO SERVE ON THE EXECUTIVE BOARD OF DIRECTORS”**. Let us begin developing and/or improving our Board’s strength by first looking at the person in the mirror.

***Am I a team player?*** A team player is someone who places the welfare of the team above any personal gains, issues, concerns, awards, recognition, etc. They understand the mission and the role they will play in achieving the mission. They understand what they must do to support their team, individual teammates and they are willing to make any necessary sacrifice for the team.

***Am I easily annoyed by others?*** If everyone and every little thing gets on your nerves, you should possibly consider an alternative. People are all different, they have a right to be different and they have a right to their own opinions, as contrary as they may be from yours. Annoyances can be minimized when each team player has an understanding of and respect for each team member. Never allow issues and disagreements to become personal and when you leave the Board room, leave them there.

***Am I totally accepting of people different from me?*** We now live in a global world. The CHC Board will very likely be composed of persons from different ethnic, racial, educational, socio-economic, etc., backgrounds. As different as they may look, speak, or be, everyone is equal. They have one voice and one vote. The level of liability is the same for each Board member regardless of their heritage, background, current status, etc.

***Can I support the group’s decision?*** As a team player, you must agree to abide by the decision of the group. Everyone is entitled to voice their opinions during discussion but once the vote is taken, the wishes of the majority must prevail. Please do not weaken the strength of the Board by admitting to outsiders your objections or wishes. Remember, it is entirely possible for the Board to return to your decision, if the original decision has to be reversed. Your status will be greatly improved, if you never remind the group that they should have listened to you in the first place.

### **SELF-ASSESSMENT OF MY SUITABILITY TO SERVE ON THE EXECUTIVE**

**BOARD OF DIRECTORS, continued**

***Am I more flexible than rigid?*** Will I invariably stick to my guns; even though, it hampers or inhibits progress or will I bend if it is in the best interest of the group? As unlikely as it may seem, someone else just might be right sometimes. Group dynamics are an integral part of group success, so be well versed in them and use them.

***Can I remain neutral until I have received all of the facts?*** One of the best things to do in this instance is to distance yourself from all Board related issues not presented to the Board. Some staff members are masters at getting next to Board members and dropping hints, generally related to personnel, grievances and day-to-day operations. This allows you to hear one side then and the other side later or possibly never. Sometimes, the first side can be very convincing and without your knowledge, your mind is made up. To insure fairness and impartiality, each Board member should be privileged to all Board issues, concerns and discussions at the same time.

***Can I commit myself for at least one year?*** Terms of service vary from agency to agency, so whatever the term is, are you committed to serve for that period? Prior to accepting a Board position, you should know when the Board meets and generally what is expected of you. The Board can not conduct business without a quorum and you are part of that quorum. Your presence is needed at all regular and called meetings.

**SELF-ASSESSMENT OF MY SUITABILITY TO SERVE ON THE EXECUTIVE BOARD OF DIRECTORS, continued**

***Can I expose any and all personal relationships that could jeopardize the Executive Board of Directors and/or the agency?*** If you have a personal, family or business relationship with a company, corporation or individual with whom the agency conducts or aspires to conduct business or has a problem, you must advise the Board of that relationship and recuse yourself from any discussions or decisions related to that transaction. This should be clearly stated in the minutes and it is not a bad idea to excuse yourself from the room while the Board addresses this issue. It is not required or even necessary for a Board member to resign because of the relationship; you just must not participate in related discussions or decisions.

***Am I willing to study and receive training even though I already know everything?*** Many current and/or prospective Board members are serving or have served on various Boards but that in and of itself does not make them an excellent CHC Board member. CHCs are non-profit corporations and have an abundance of policies, rules and regulations to follow. An educated Board is much less likely to face problems and lawsuits than the uneducated Board. Local, state, federal and funding laws and regulations are consistently changing and fully capable of putting you out of business, if you are none-compliant. I or we didn't know is not an acceptable excuse.

## **THE CHC EXECUTIVE BOARD OF DIRECTORS: ROLES AND RESPONSIBILITIES**

***The Board follows a set of bylaws and elects officers.*** The Board is responsible for designing, amending, updating and approving its own bylaws. The Board must also approve operational procedures, bylaws, personnel policies and procedures for the CHC. This does not mean that the Board has to physically write all of these documents. The CEO and staff are responsible for the actual writing and accuracy but the Board must approve them. I strongly recommend reviewing and revising, as appropriate, annually all of the previously stated. Although the Board generally depends upon the CEO to locate and recommend new and/or replacement Board members, the Board selects its own members and elects its own officers according to its bylaws.

***The Board hires the CEO.*** It must be clear that the Board has but one employee...the CEO. The CEO hires all staff. The CEO is the link between the Board and the staff. The Board or individual board members should never discuss or conduct CHC business with any staff person without the presence or knowledge of the CEO.

***The Board forms necessary operating committees.*** Committee organization and structure will vary from agency to agency. Smaller Boards will generally require members to perform dual committee responsibilities while large Boards can spread the responsibility among many persons.

***The Board establishes agency goals and priorities.*** The Board, the CEO and the administrative staff must keep the CHC moving productively forward. It is strongly recommended that someone well versed in strategic planning be invited to participate in developing a strategic plan for your CHC. This should be an effective and ongoing process and not simply an exercise to say that you have one.

***The Board creates local policies for governance, personnel, fiscal program and administration.*** The CHC has to operate within all applicable laws. It is an excellent idea to have legal counsel on retainer because of the many legal technicalities associated with every aspect of the CHC. We are required to have policies governing everything from the Board to trash disposal. Failure to do so could cause a rash of litigations and/or loss of funding.

***The Board receives and evaluates community needs.*** The Board can not address and/or make effective decisions affecting the community without ample knowledge of the needs of the community. This is generally done through a Community Needs Assessment. The staff plays a pivotal role in collecting, organizing, assessing and interpreting the data provided by the Community Needs Assessment forms.

## **THE CHC EXECUTIVE BOARD OF DIRECTORS: ROLES AND RESPONSIBILITIES, continued**

***The Board approves grant applications, fund raising activities and the budget.*** Working in conjunction with the CEO and staff, who actually assemble the documents and make recommendations, the Board makes the final approval. These responsibilities fall upon the corporation and the Board is the corporation.

***The Board approves program proposals.*** The CEO and staff make program recommendations based upon research, observations, available resources and contacts with the funding sources.

***The Board demands compliance with all laws and other government requirements for funding.*** The Board depends upon the CEO and staff to be aware of all current and applicable laws and keep abreast of all changes. It also depends upon Board members with information and knowledge of all laws to share this information as needed to keep us out of trouble.

***The Board insures the participation of the targeted clientele for actual delivery of program services.*** The Board must include a specified number of participants representative of the population served. It is also necessary to conduct a patient assessment to see how well they think our services are being delivered.

#### **THE CHC EXECUTIVE BOARD OF DIRECTORS: ROLES AND RESPONSIBILITIES, continued**

***The Board oversees the delivery of all programs consistent with the agency's plan.*** The CEO and staff have responsibility of implementing the programs according to applicable guidelines, laws and bylaws. The Board receives reports to keep abreast of progress. All reports presented to the Board should be written and the presenter should highlight all areas of concern during their oral presentation. Appropriate questions and answers can clarify content.

***The Board evaluates the performance of the Board and the Executive Director as well as completion of agency goals.*** The Board should evaluate itself and the CEO not less than once per year. Each individual Board member should also evaluate themselves. There are a number of evaluation tools on the market or the Board may choose to design its own. These evaluations can provide a true picture of how well we are doing in completing our agency goals.

***The Board makes decisions that guide and direct the agency.*** In order to make informed decisions, the Board must be in full possession of all available information, knowledge and skills. It is crucial that the Board maintains a trusting relationship with the CEO and vice versa. The CEO must be open and honest with the Board and provide an accurate assessment of the CHC's status.

#### **THE CHC EXECUTIVE DIRECTOR AND STAFF: ROLES AND RESPONSIBILITIES**

***The CEO follows a policy manual that governs staff behavior.*** Their job is to

follow Board directives in implementing all programs in compliance with funding regulations and applicable laws.

***The CEO hires all program staff.*** The CEO may ask for or receive information and/or assistance from the Board or individual Board members in the location and hiring of staff persons but it is totally their responsibilities to hire, supervise, evaluate and terminate CHC staff.

***The CEO acts as a liaison to the Board.*** The Board should not, and generally does not, interact with the staff except through the CEO. If the Board and/or staff decides that some information should come straight from or to the Board, the CEO will make the decision and invites the appropriate staff members to the Board meeting.

***The CEO works toward completion of agency goals and priorities.*** It is the job of the CEO to operationalize Board policy and decisions on a day-to-day basis. The Board maintains responsibility for providing resources to carry out its goals and priorities.

***The CEO carries out Board policies, creates administrative rules and procedures necessary to implement policy.*** The Board's policies generally address what is to be accomplished and the Administrative Policies generally address how to accomplish the objectives.

### **THE CHC EXECUTIVE DIRECTOR AND STAFF: ROLES AND RESPONSIBILITIES, continued**

***The CEO conducts necessary research, needs assessments, other assessments and prepares planning tools recommendations.*** It is necessary for our CEOs to be abreast of all needs and all available opportunities to address those needs, to improve our services and our delivery of services.

***The CEO writes grant applications, suggests fund raisers and builds the total budget.*** Funds external to the grant are an absolute necessity. The CEO must be aware of all available opportunities to secure additional funds and future funding opportunities. The grant is generally insufficient to support the CHC's overall budget; therefore, we must supplement it with patient pay, reimbursements, local funding opportunities, supplements, etc. Preparation of the budget is generally the responsibility of the CEO and staff; however, it is a good idea to have the Board's finance committee actively participate in developing the budget. It is highly unlikely that the first draft of the budget will be the final draft without alterations or corrections and ready for immediate submission. Please allow enough time in the process to make sure the budget is accurate and reflective of the CHC. Make sure that the Board and administration are absolutely on the same page regarding the budget and budget matters because you do not want to raise a red flag...they fly much too high.

***The CEO creates program proposals.*** The CEO and staff should always be

looking for new opportunities to serve our clientele. Hopefully, external funds are available to support these opportunities but sometimes, they are not and our budget will need amending to fund them. Innovative CHCs generally find new and improved ways to help their clientele. Larger CHCs may be able to hire full-time or part-time staff to create proposals while smaller CHCs may ask current staff to take on additional responsibilities.

***The CEO administers the grant and program in compliance with government conditions.*** There is not a lot of room to fly solo in administering the grant and related programs. Grant conditions are rather specific and require strict compliance. As part of the process, initially, you must clearly indicate what you want to accomplish and how you will use grant funds in accomplishing your goals. At the end of the grant year, you must indicate how you accomplished your goals using grant funds. Deviations and failures can be rather costly.

### **THE CHC EXECUTIVE DIRECTOR AND STAFF: ROLES AND RESPONSIBILITIES, continued**

***The CEO recruits participation from target clientele in local program.*** Be ever cognizant of the first word in Community Health Clinic. The Federal Government does not intend for use to take the word "Community" lightly. Our complete existence is directly dependent upon our effectiveness in serving and meeting the needs of the people in our communities. We must demonstrate community involvement in every aspect of our organization and services. The more innovative and successful we are in this endeavor, the more opportunities we will have in securing continued and expanded funding. Contrary to the thinking of a few people, there is an abundance of talented community people who are prepared, willing and waiting to get involved in the CHC movement.

***The CEO delivers and administers local programs on a daily basis.*** As previously expressed, the CEO and staff are the prime movers in the delivery of services. The CEO and the Board have clearly defined roles in this delivery process. The Board, in conjunction with the CEO and staff, determines the goals and objectives to be met and the CEO and staff determine how these goals and objectives are to be met; keeps the Board informed of progress and recommends alternatives as needed. The Board must support the CEO, the CEO's decisions and never get involved in the day-to-day operations.

***The CEO evaluates the program staff, support staff and program effectiveness.*** Evaluation is sometimes misunderstood and/or misused. Evaluation is not intended to fire someone, it is intended to indicate how effective they are and how they can improve. The Board only evaluates the CEO. The CEO evaluates the staff and overall effectiveness of the program. Some CHCs evaluate on a yearly basis and some more frequently. It is not possible to clearly understand how the CHC is doing without first understanding how the CHC staff is doing.

***The CEO makes decisions on a daily basis to get the job done.*** The Board meets once a month, once each quarter, etc.; therefore, it is not possible to know

all of the ins and outs of the daily operation. Hire and support a good competent CEO or fully support your current good competent CEO, establish effective policies, monitor the program through your Board reports and leave the rest to the CEO and the management staff.

### **THE EXECUTIVE BOARD OF DIRECTORS: ADMINISTRATIVE ROLES AND RESPONSIBILITIES**

***These are very simple:***

- The Board hires, supervises, evaluates and terminates the CEO only.
- The CEO manages the day-to-day operations of the CHC, hires, supervises, evaluates and terminates all CHC staff.

### **THE EXECUTIVE BOARD OF DIRECTORS: ADMINISTRATIVE ROLES AND RESPONSIBILITIES, continued**

***The management team carries out the mission of the CHC and is generally composed of:***

- The Executive Director/CEO
- The Chief financial Officer/CFO
- The Medical or Clinical Director
- The Operations Director
- The Information Systems Director
- The Dental Director
- The Human Resources Director
- The Corporate Compliance Officer
- The privacy Officer and/or Contact person

Many of the larger CHCs will be able to staff all of these positions and more. The smaller CHCs will generally ask staff members to assume dual responsibilities. Dependent upon the types of services provided, it will be necessary to have someone responsible for each of the critical positions. There are many innovative ways to get the job done so just put your best collective minds to work and discover them.

### **THE EXECUTIVE BOARD OF DIRECTORS LEGAL ROLES AND RESPONSIBILITIES**

***The Duty of Care*** means that you will exercise the same level of care as any other competent and prudent person in a similar position.

***Each Board member must regularly attend Board meetings, both scheduled and called.*** Any action taken by the Board includes all Board members, present and absent from the meeting in which the decision was made or action taken.

***Each Board member must fully participate in Board Discussion and decision making.*** If a Board Member's name is consistently omitted in the Board's Minutes, it sends a strong signal that they are unable or unwilling to participate in the

discussion and/or decision. Someone once said that silence gives consent of yes.

***Each Board member must be part of the team.*** It is imperative that they identify and define the role they will play. It sometimes becomes the responsibility of the Board Chair or other Board Member to assist less experienced Board Members in the process of deciding what role they will play. It is important that no Board is composed of little tin soldiers...everyone looking, thinking and acting alike. Diversity is the spice of life.

### **THE EXECUTIVE BOARD OF DIRECTORS LEGAL ROLES AND RESPONSIBILITIES, continued**

***Each Board member must collect enough information to make informed decisions.*** It may be necessary to visit the clinic on a non-board meeting day or before the scheduled meeting to read documents, ask questions or receive information from the CEO or designated staff. You will be received more readily if you have called the CEO and scheduled a time to be on site. Being present when no one has enough free time to assist you can produce negative results.

***Each Board member must keep all information confidential, especially that discussed in executive session.*** Unfortunately, Board Members no longer have the luxury of speaking about the affairs of the CHC as a private citizen. Everything that comes from your mouth is perceived to be Board Related and/or sanctioned. Be extremely careful of what you say and to whom you say it.

***Each Board member must allow the CEO to manage the day-to-day operations.*** No Board Member should visit the CHC in any official capacity except per directive of the Executive Board of Directors. You will very likely receive a warm welcome in the CEO's Office or staff office as long as your visit is expected, cordial and short. Personal favors should never be asked of staff. Staff who wish to express grievance issues and administrative matters should be directed to their respective supervisors, the CEO or other appropriate persons. Policies must be in place to cover every level of grievance, including the Board and the CEO. It is not the Board's or any individual Board member's responsibility to address employees' grievances and issues that have not followed procedures terminating at the board's level. It is not necessary to be ugly but it is necessary to be firm in advising employees that you can not hear or address their issues on a one-to-one basis.

### **THE EXECUTIVE BOARD OF DIRECTORS LEGAL ROLES AND RESPONSIBILITIES, continued**

***Each Board member must Pledge their Duty of loyalty to their respective CHC.*** This very simply means placing the interest of your CHC above all others. This is generally more of a concern within small towns and communities because the population is much smaller and everyone knows everyone. More people serve in dual capacities or have relatives or friends in associated capacities.

***Each Board member must avoid any conflicts of interests or the***

**appearance of conflicts of interest.** A person might be able to separate the two and be perfectly loyal to one or the other but it would not look good to have a person serve on the board of a CHC and the Board of a for-profit organization providing the same or similar services. It could possibly look questionable if one spouse serves on the CHC's Board of Directors and the other is employed as a bank officer with the bank handling the CHC's finances.

**The Board and the CHC must use diligence in contracting and procurement.** Make sure the procedures are fair, honest, effective, and followed as written. Staff should secure and maintain proper documentation to support related decisions if asked or mandated to do so.

**The Board must establish competitive procurement procedures for contracting.** This is a wide-open area of concern because of the big dollars spent and the visibility of the chosen workers. Times are hard and people are taking a very close look at missed opportunities to work. If procedures are not adequate or not followed, it is possible for someone to get money without actually working.

## **THE EXECUTIVE BOARD OF DIRECTORS LEGAL ROLES AND RESPONSIBILITIES, continued**

**Each Board member must exemplify their Duty of Obedience.** In the grant application, each successful applicant designed a mission statement, bylaws and articles of incorporation. The Duty of Obedience simply requires that the decision makers be consistent with the mission statement, bylaws and articles of incorporation when making organizational decisions.

## **GRASSROOTS ADVOCACY**

The consumer Board and Board members are critical participants in our efforts to influence policy makers at the state and federal levels. We must pool our talents, resources and efforts in attempting to positively influence the future of the Community Health Center Movement.

We are not the only group attempting to influence congress regarding health care and budget. NACH can consistently remind congress of the eleven million plus people who receive services from CHCs but policy and decision makers at this level respond more readily to input from their voters.

## **GRASSROOTS ADVOCACY, continued**

We must build a strong, broad, organized and responsive grassroots advocacy network to succeed in winning future legislative battles at the state and federal levels. To mount an effective challenge, we need health center staff, patients, communities, organizations and local officials openly supporting us.

NACHC, our national organization has provides ways by which our collective voices can be heard. We need to employ extensive letter writing campaigns, phone calls,

e-mails, meetings and other positive ways of getting the attention of our policy makers and secure a commitment from them to support the good work of Community Health Centers.

### **MAKING OUR COLLECTIVE VOICES HEARD**

Elected officials have no problem in asking our support for their elections and/or re-election. We should develop and maintain a positive relationship with them and ask for their support in retaining and strengthening the Community Health Care Movement

Never overlook staff of elected officials because a positive relation with them is crucial. The elected officials generally depend on the staff members to make them aware of important issues and related legislation. These are the people capable of keeping our issues on the front burner with the elected officials.

Town meetings are important also. Our local officials and community leaders can strengthen our efforts because they usually have good contacts and relationships at the local, state and federal levels.

As technologically advanced as we are, nothing has ever replaced the personal letter. Form letters are not as effective as personal letters.

### **MAKING OUR COLLECTIVE VOICES HEARD, continued**

Those who really have something to say should volunteer to testify on behalf of CHCs. CHC Paid Employees can not fight the battle alone or as effectively as consumers because they are perceived as having a financial interest. The average CHC Consumer should have a great testimony because in many instances, if there were no local CHCs, there would be no health care providers in their communities.

Your local newspaper is a real plus. Elected officials love to see good things about their districts and the fact that they may have played a part in the newspaper. Any visits from elected officials and everyday CHC successes should be documented in the newspaper.

Local radio and television stations reach vast audiences. You will have to work hard because good news sometimes takes a back seat to bad news. Ask for coverage of special events. If absolutely necessary, purchase time to highlight and promote your CHC and the CHC movement.

Every board member should be a member of and active in their State PCA and NACHC, our national association. Every CHC should also be a member of the two associations. If there are other organizations supporting the CHC movement, we should support them also.

### **TO RECEIVE MORE SPECIFIC INFORMATION ON GRASSROOTS ADVOCACY TOOLS RELATIVE TO:**

- \* LEGAL GUIDELINES FOR HEALTH CENTER ADVOCACY
- \* GUIDELINES FOR HEALTH CENTER VOTER REGISTRATION
- \* Tips for Making Your Voice Heard
- \* Tips for communicating with elected officials
- \* Holding Media Events and Press Conferences
- \* Meeting with Newspaper Editorial Board

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