Will County
Health Department &
Community Health Center

Governing Council Sub Committees
Responsibilities Description

GOVERNANCE COMMITTEE:

The Governance Committee provides for the Council's effectiveness and continuing development.

RESPONSIBILITIES:

- Recommending to the Council policies and processes designed to provide for effective and efficient governance, including but not limited to policies for:
    - Evaluation of the Council and the chairperson
    - Election and re-election of Council members
    - Council member orientation and education
    - Succession planning for the Council chair and other Council leaders.
- Reviewing and recommending a position description detailing responsibilities of and expectations for Council members and the Council chairperson,
- Recommending nominees for election and reelection to the Council. To facilitate this responsibility, the committee will:
    - Develop and recommend to the Council a statement of the competencies and personal attributes currently needed on the Council, to be used as a guideline for recruitment and election of council members.
    - Conduct a "gap analysis" to identify succession planning/recruitment needs.
    - Develop and regularly update a list of potential Council members regardless of whether a current vacancy exists.
    - Oversee a process for vetting the capability of prospective nominees.
    - Develop and oversee a plan for enhancing Council diversity.
    - Evaluate the performance of individual Council members eligible for reelection.
    - Conducting a succession planning process for the Chairperson and other Council leaders. Nominating for election by the full board.
- Reviewing the corporate bylaws annually and recommending any needed changes to the full board.
- Advising management on plans for Council education, including new member orientation, ongoing education of present members, and a board retreat (if necessary).
- Overseeing the board's self-assessment and improvement process every year. (Self-evaluation)

Governance Council meets at least two times a year or when necessary, at **4:30pm** at the call of the committee chair. Meeting dates and times should be specified a year in advance.

The committee shall include at a minimum three members of the Council and the CEO.

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QUALITY IMPROVEMENT COMMITTEE:

The Quality Committee assists the Governing Council in overseeing and ensuring the quality of clinical care, patient safety, and customer service provided throughout the organization. The committee also assists the Council in maintaining a constructive relationship with the medical staff and approving and overseeing medical policies and professional staff appointments, reappointments, and clinical privileges.

RESPONSIBILITIES:

- Reviewing and recommending a multi-year Strategic Quality Plan with long-term and annual improvement targets.
- Reviewing and recommending quality/safety-related policies and standards.
- Reviewing and recommending risk management related policies and standards.
- Approving and monitoring a dashboard of key performance indicators compared to organizational goals and industry benchmarks. Report in summary fashion to the full Council.
- Reviewing sentinel events and root cause analyses; if appropriate, recommend corrective action.
- Monitoring summary reports of hospital and medical staff quality and patient safety activities.
- Reviewing management's corrective plans with regard to negative variances and serious errors.
- Overseeing compliance with quality and safety-related accreditations standards.
- Making recommendations to the board on all matters related to the quality of care, patient safety, customer service, and organizational culture.
- Reviewing and making recommendations to the board for approval of medically related policies developed by the committee or by a medical staff committee.
- Medically related policy matters may include criteria for medical staff membership and privileges, exclusive contracting for professional medical services, on call coverage, board certification, and matters related to professional conduct.
- Overseeing the effectiveness of the medical staff credentialling process.
- Reviewing and acting on medical staff recommendations to apply for medical staff appointments, reappointments, and clinical privileges.
- Making a recommendation to Governing Council to approve appointments, reappointments, and clinical privileges that fully meet the Center and hospital's criteria, with no issue or major questions.
- Making recommendations to the Council with regard to all other credentialing applications.
- Returning a recommendation to the medical staff for further documentation or reconsideration in accordance with policies.
- Making recommendations to the Council with regard to all other credentialing applications.
- Returning a recommendation to the medical staff for further documentation or reconsideration in accordance with policies.
- Reviewing medical staff recommendations and recommending to the Council disciplinary or corrective actions involving medical staff members, as provided in the policies.
  Overseeing and supporting education and development for providers.

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QUALTY COMMITTEE CONTINUED:

- Monitoring physician perceptions and satisfaction and overseeing provider relations activities.
- Serving as a forum for education and discussion of health center/-medical staff relationships and concerns.

Quality Committee meets, at a minimum quarterly at **4:15pm** or when necessary, at the call of the committee chair. Meeting dates and times should be specified a year in advance.

The committee consists of three Council members: CEO, CMO, CDO, DOO, Quality/Risk Management Program Coordinator, and optionally, other management team members.

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Governing Council Sub Committees
Responsibilities Description

FINANCE COMMITTEE:

The committee is responsible for recommending financial policies, goals and budgets that support the mission, values, and strategic goals of the organization. The committee also reviews the organization's financial performance against its goals and proposes major transactions and programs to the Council. In addition, the committee review the annual audit, ensuring any follow-up actions are taken, and reviews corporate compliance activities.

- Recommending policies that maintain and improve the financial health and integrity of the organization.
- Reviewing and recommending a long-range financial plan for the organization.
- Reviewing and recommending an annual operating budget and annual capital budget consistent with the financial plan and financial policies.
- Reviewing and recommending capital expenditures and unbudgeted operating expenditures.
- Reviewing the financial aspects of major proposed transactions, new programs and services, as well as proposals to discontinue programs or services, and making action recommendations to the Council.
- Monitoring the financial performance of the organization as a whole and its line items against approved budgets, long-term trends, and industry benchmarks.
- Requiring and monitoring corrective actions to bring the organization into compliance with its budget and other financial targets.
- Monitoring grant budgets and expenditures and require corrective actions to bring organization into compliance.
- Audit responsibilities include recommending policies and processes to the Council related to:
  - The organization's financial statements and other financial information are provided to governmental bodies, financial institutions, and the public.
  - The organization's systems of internal controls for finance, accounting, legal compliance, and ethics, according to policies that management and the Council have established.
  - The organization's auditing, accounting, financial reporting, and compliance processes.
  - Discussing the results of the annual audit and closely reviewing any significant changes to the financial statements or changes in accounting principles and disclosure practices.
  - Reviewing the external auditor's annual management letter regarding internal control weaknesses, recommendations for improvements, and management's corrective action plans. Monitoring management's implementation of corrective action plans.
  - Reviewing, with the organization's council, any legal matter that could have significant impact on the organization's financial statements.
  - Reporting to the Council at least annually and provide the Council with the annual external audit report.

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FINANCE CONTINUED:

Corporate Compliance specific responsibilities include:

- Overseeing the corporate compliance program, including policies and practices designed to ensure the organization's compliance plan and reviewing processes and procedures for reporting concerns by employees and physicians. Vendors, and others.
- Recommending organizational integrity guidelines and a Code of Conduct.
- Reviewing and reassessing the guidelines and Code of Conduct at least annually.
- Reviewing resources for corporate compliance with the corporate compliance officer and CEO to ensure that sufficient resources are provided.
- Reviewing and evaluating findings and recommendations from completed compliance activities and audits, including management responses and action plans.
- Reporting to the Council at least annually on the corporate compliance program.

Committee meets quarterly at **4:30pm** and when necessary, at the call of the committee chairperson. Meeting dates and times should be specified a year in advance.

Members:

- The committee consists of a minimum of three Council members, one which is the Treasurer and shall serve as the Chairperson; the remaining two with backgrounds in finance, accounting, business, investment management, executive leadership, and business ownership; the CEO, CMO, CDO, DOO, Corporate compliance Officer and Billing Supervisor.