

Health Center Board Roles and Responsibilities

Health centers are governed by volunteer boards of directors. Health center boards are unique among nonprofit organizations because ***federal law requires*** 51% of board members to be patients of the center, which helps the center be responsive to patient and community needs.

Health center boards must fulfill the general roles of other boards and additional requirements of the Health Resources and Services Administration (HRSA) Health Center Program. These requirements are outlined in the ***Health Center Program Compliance Manual***.

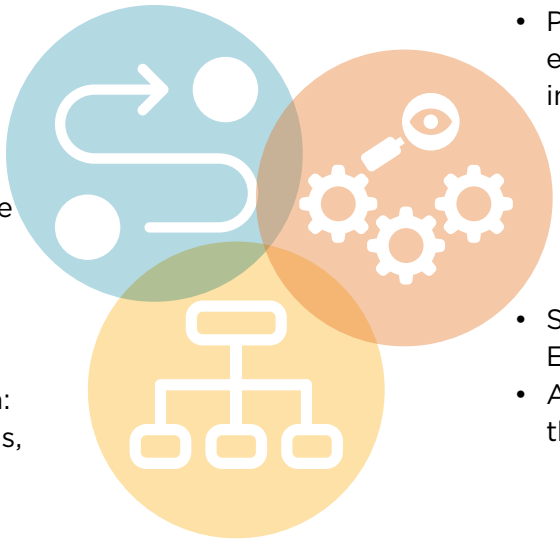
Health center board roles can be grouped into three categories: Strategy, Oversight & Policy, and Board Functioning.

Strategy

- Ensure strategic board composition
- Ensure the center has a strategic plan, monitor the implementation of the strategic plan, and participate in ongoing strategic thinking

Board Functioning

- Ensure the board's own effective functioning through:
  - productive board meetings,
  - well-functioning committees, and
  - healthy board norms



Oversight and Policy

- Provide oversight of essential elements of a health center including:
  - Financial
  - Quality
  - Health Center Program
  - Corporate Compliance
  - Risk Management
- Select and oversee the Chief Executive Officer (CEO)*
- Approve policies and review the bylaws

This resource was supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS) as part of an award totaling $6,719,834 with 0 percentage financed with non-governmental sources. The contents are those of the author(s) and do not necessarily represent the official views of, nor an endorsement, by HRSA, HHS, or the U.S. Government. For more information, please visit HRSA.gov.

*Also called the "Project Director" in the ***Health Center Program Compliance Manual***.

Sample Statement of Health Center Board Roles and Responsibilities

This sample can be customized by boards.

The Board of Directors provides leadership and governance to support the health center's mission. The board is responsible for strategy, oversight and policy, and board functioning. The board carries out its governance functions as a group during board meetings. It delegates day-to-day operations and management to the Chief Executive Officer (CEO). The board and CEO work in partnership to support the long-term sustainability of the center.

STRATEGY

Strategic Board Composition

- Determine the board's strategic composition needs, e.g., experience, etc.
- Fulfill the composition requirements for health center boards, e.g., at least 51% patient-majority, 9-25 members, etc. (see ***Health Center Program Compliance Manual***, Chapter 20: Board Composition)
- Recruit and vet possible board members
- Elect board members and officers
- Orient new members, provide ongoing board education, and prepare members for board officer and committee service
- Establish and follow the board's rotation and renewal policies, e.g., term limits

Strategic Planning and Thinking

- Approve the center's mission, vision, and values
- Ensure a community needs assessment is conducted once every three years (see ***Health Center Program Compliance Manual***, Chapter 3: Needs Assessment)
- Use the community needs assessment and other data to inform strategic planning
- Engage in strategic planning along with the CEO and staff
- Ensure the strategic plan complies with requirements for health centers (see ***Health Center Program Compliance Manual,*** Chapter 19: Board Authority)
- Approve the strategic plan and monitor implementation
- Participate in ongoing strategic thinking in partnership with the CEO

BOARD FUNCTIONING

- Ensure the board has effective meetings
- Comply with monthly meeting and other requirements, e.g., quorum, capturing actions in board meeting minutes (see ***Health Center Program Compliance Manual,*** Chapter 19: Board Authority)
- Establish an effective committee structure (if the board uses committees)
- Define and ensure board norms
- Commit to good governance practices
- Undertake an annual evaluation of the board

OVERSIGHT & POLICY

Financial Oversight

- Approve the annual budget and Health Center Program budget
- Review financial statements to monitor financial status of health center
- Ensure financial controls are in place
- Review the audit and ensure appropriate follow-up
- Evaluate and approve updates to policies that support financial management and accounting systems, billing and collections, and the Sliding Fee Discount Program (see ***Health Center Program Compliance Manual***, Chapter 9: Sliding Fee Discount Program, Chapter 16: Billing and Collections, Chapter 17: Budget, Chapter 19: Board Authority)

Quality Oversight

- Establish and revise quality assurance (QA) and quality improvement (QI) policies, e.g., patient satisfaction, patient grievance, patient safety (see ***Health Center Program Compliance Manual,*** Chapter 19: Board Authority and Chapter 10: Quality Improvement/Assurance)
- Review and discuss QA/QI measures and other data, e.g., patient satisfaction
- Ensure follow-up is taken regarding quality, patient grievances, etc.

Additional Forms of Oversight

- Provide oversight of the ***Health Center Program*** and maintain authorities required by that program
- Provide oversight of the Corporate Compliance Program and Risk Management, including related to Federal Tort Claims Act (FTCA) Deeming Requirements
- Approve major collaborative relationships

Select and Oversee the CEO

- Hire and terminate, when needed, the CEO (see ***Health Center Program Compliance Manual***, Chapter 11: Key Management Staff)
- Evaluate the CEO's performance based on clear goals
- Approve CEO compensation based on comparable market data
- Approve an emergency CEO succession plan and CEO succession policy
- Approve personnel policies as required (see ***Health Center Program Compliance Manual,*** Chapter 19: Board Authority)

Approve Policies

- Establish a conflict-of-interest policy and manage any conflicts
- Review the bylaws to ensure compliance with relevant laws, and revise when needed
- Review and approve updates to key policies, including policies required in the ***Health Center Program Compliance Manual***

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