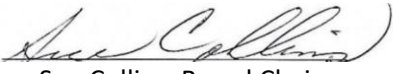




Policy Name: Board Responsibilities	Policy Number: 1.1	Section: Governance
Effective (Original) Date: 6-4-16	Revised Dates(s): 11/14/19	Date Last Reviewed: 6-4-16
Approved By:  Sue Collins, Board Chair	References:	

POLICY

As the governing body for Adult & Child Health (A&C), responsibilities of the Board of Directors include reviewing and approving:

- The A&C mission
- Strategic direction
- Annual budget
- Key financial transactions
- Compensation practices and policies, and
- Fiscal and governance policies

1) Oversight and Evaluation

- a. The Board will be knowledgeable and comply with all applicable federal, state, and local laws and regulations.
- b. The Board will review and approve new or revised fiscal and governance policies including a conflict of interest policy, whistleblower policy, document retention and destruction policy, and gift acceptance policy.
- c. The Board (or its appointed Finance Committee) will monitor the organization's financial information including an annual review and approval of the organization's budget to ensure expenditures are aligned with the A&C mission. Financial reports will be reviewed monthly.

- d. An annual audit will be conducted by an independent Certified Public Accountant for review and approval by the Board. Any audit findings or recommendations for action will be followed up with a corrective action plan within 30 days of the final report. Board members will have an opportunity to review and approve the Form 990 prior to submission.
- e. The Board will actively participate in and approve strategic planning efforts.
- f. The Board will annually evaluate itself with an eye toward ensuring the effectiveness of the board while also improving governance practices. Periodically, the board will review its size, composition, and operational structure to ensure it is best able to support A&C's goals and objectives.
- g. Each year the Board will review the articles of incorporation, bylaws, corporate policies, and mission statement, and amend them as needed to reflect organizational growth and development.
- h. The Board shall employ a Chief Executive Officer (CEO) who shall have the authority over and responsibility for all operating elements of the organization.
- i. Annually, the Board will conduct a performance review of the CEO, including his/her compensation. The CEO's performance will be assessed in light of organizational accomplishments, and the total compensation package should reflect industry standards and his/her performance.
- j. The Board shall appoint a Medical Director who has responsibility for the oversight and provision of medical services by the organization.
- k. To ensure strong leadership and accountability for A&C during planned and unplanned times of transition, the Board will engage in succession planning for the chief executive, board members, and key staff.

2) Independence of Board Members

- a. Neither board members or their immediate family members may be
 - i. Compensated by A&C as an employee or independent contractor;
 - ii. Have their compensation determined by individuals who are compensated by the organization; or
 - iii. Receive, directly or indirectly, material financial benefits from A&C, except as a member of the constituency served by the organization.
- b. The Board will have a conflict of interest policy that includes a disclosure form, which is signed by all board members annually, and procedures for managing conflicts of interest and handling situations in which public and private interests intersect. The policy will indicate the obligation of each board member to disclose all material facts and relationships and refrain from voting on any matter when there is a conflict of interest.

- c. Board members will receive no monetary compensation for their board duties other than reimbursement for board-related expenses.

3) Advocacy and Liaisons

- a. Board members will receive the training and education necessary to empower them to advocate for A&C and its cause(s). By sharing facts, figures, and personal stories, board members are poised to raise awareness of the organization in the community.
- b. Board members will act as liaisons with the community by sharing the organization's mission, accomplishments, and goals. In this role, board members can effectively solicit feedback from the community about needs and expectations.

4) Transparency and Accountability

- a. As a nonprofit, A&C has an ethical obligation to constituents and the public to conduct its activities in a transparent and accountable manner. Board members should regularly and openly convey information to the public about its mission, activities, accomplishments, and decision-making processes.
- b. Board members should make information easily available to the community in order to increase external visibility and public understanding of A&C in order to ultimately build trust in the organization.