



Noble Board Member Duties and Position Description

Noble Community Clinics are committed to quality governance. A key to this is assuring effective Board meetings and Board structure and Board members who understand the responsibilities and duties of non-profit trustees. From time to time, Staff will provide information needed to proceed on our operational and strategic plans. For Board members, that means ensuring our members' full participation, focusing on the most critical strategic issues and ultimately, assuring a well-run, responsive health center that provides high quality care to our patients. Board members are critical links to the community and are essential volunteers to this non-profit corporation.

Required Knowledge and Skills of Individual Board Members

1. Ability to read and understand standard financial statements.
2. Understanding of the concept and operation of a community health center.
(Training Will Be Provided)
3. Training and/or experience in one or more of the following areas (does not apply to consumer members):
 - a. management
 - b. health care delivery
 - c. law
 - d. financial management
 - e. marketing/public relations
 - f. employee relations
 - g. personnel management
 - h. community affairs
 - i. social services delivery
4. Ability to work collaboratively with the CEO and other Board and Committee members.
5. Ability and Commitment to uphold Noble's Mission, Vision and Values.



Board Meeting Participation

To make the most effective use of our time and to Noble is a dynamic leader in health care services in central Wisconsin, there are a few basic expectations of Board member participation in meetings of the board and its committees:

- We arrive on time and actively participate. (This is the Duty of Care)
- Everyone participates and no one person dominates.
- We listen to each other as allies.
- Silence will be interpreted as an agreement.
- We assume positive intent when things go wrong.
- We minimize interruptions and side conversations.
- We recognize the necessity for confidentiality in some of the matters brought to the board. (This is part of the Duty of Loyalty)
- We all attempt to stay focused on strategic directions and each member helps to redirect conversation that stray into operational discussions.

Duty of Care

A director must discharge his or her duties and the specific responsibilities noted above or given by the board “with the care that an ordinarily prudent person in a like position would reasonably believe appropriate under similar circumstances”. In exercising this duty of care, the member must:

- Know the organization’s governing documents
- Attend meetings
- Exercise independent judgment
- Ask questions until adequately informed
- Adopt best practices

Duty of Loyalty

Directors must act in the best interests of the corporation rather than in the interests of themselves or another entity. The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a



member for personal gain but must always act in the best interest of the organization. In exercising the duty of loyalty, the member must:

- Adhere to the organization’s Conflict of Interest Policies and Statements •
- Disclose any personal or financial or business relationships or conflicts and recuse him or herself from discussion and decisions which may otherwise benefit the director personally, or the director’s family members, or director’s business or business relationships.
- Be attentive to potential “excess benefit transactions”
- Treat all discussion regarding the organization, its operations, staff, or other discussion items in board or committee meetings as confidential until otherwise determined by the Board

Duty of Obedience

The duty of obedience requires board members to be faithful to the organization’s mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. The basis of this rule lies in the public’s trust that the organization will manage donated funds and grants to fulfill the organization’s mission.

In exercising the duty of obedience, the member must:

- Regularly review the organization’s mission, vision, and values statements as a group
- Follow the procedures and rules laid out the Board’s bylaws
- Regularly update the bylaws to reflect any practical changes that have taken place

Duties and Responsibilities of Individual Board Members

1. Determine the organization’s mission and purpose.
2. Select the Chief Executive Officer.
3. Support the Chief Executive and assess his or her performance.
4. Ensure effective organizational planning (strategic planning).
5. Develop resources to implement the mission.
6. Ensure that resources are managed effectively.
7. Determine, monitor and strengthen the organization’s program and services.
8. Enhance the organization’s public image.



9. Ensure legal and ethical behavior and maintain accountability of board and staff.
10. Recruit and orient new board members and assess board performance.
11. To put the interests of Noble above any personal or other business interest.
12. To maintain the confidentiality of Board information.
13. To attend Board and Committee meetings regularly. Board meetings are held on the 4th Thursday of each month at 6 pm and last approximately 90 minutes.
14. To come prepared to Board meetings having reviewed information provided to the Board meeting.
15. To exercise reasonable business judgment in the conduct of Board business.
16. To participate actively in Board issues by critiquing reports and providing innovative resolutions to problems

Health Center Governing Board Specific Functions and Responsibilities

- The governing board for the center has the authority for establishing policy regarding the conduct of the center.
- The governing board will hold regularly scheduled meetings, at least once a month. Minutes will be kept.
- The governing board has specific responsibility for:
 - Selection and dismissal of a project director or chief executive officer for the center
 - Establishing personnel policies and procedures
 - Adopting policy for financial management practices including:
 - system to assure accountability for center resources
 - approval of annual project budget
 - center priorities
 - eligibility for services including criteria for partial payment schedules
 - long-range financial planning
 - Evaluating center activities including:
 - services utilization patterns
 - center productivity
 - patient satisfaction
 - achievement of project objectives



- development of process for hearing and resolving patient grievances
- Assuring the center is operated in compliance with applicable Federal, State, and local laws and regulations
- Adopting health care policies, including:
 - scope and availability of services
 - location and hours of services
 - quality-of-care audit procedures