EMHS – Governance Policy

Title: EMHS Director Job Description

☐ Modifiable
☒ Non-Modifiable

Applicable to:
☒ EMHS Home Office
☐ EMHS For-Profit Entities
☐ All EMHS Entities
☐ EMHS Hospitals
☐ EMHS Provider Entities
☐ EMHS Tax-Exempt Entities

Policy #:	23	Date:
Approved by the Board:	3/16/2016	
Responsible Executive:	M. Michelle Hood President & CEO	
Approved By:		
	_____ M. Michelle Hood, President & CEO	
	_____ Evelyn S. Silver, PhD EMHS Board Chair	
Supersedes #:	23	Dated: 03/19/2014
Date last reviewed:		

RELATED REFERENCE(S):
    Bylaws, Article IV, Board
    GP 5, Board Job Description
    GP 6, Code of Conduct
    GP 7, Conflict of Interest
    GP 9, Director, Trustee and Officer Duty
    GP 24, Purchases from and Sales to Insiders and Their Interests

DEFINITIONS: None

PURPOSE
Describe the role and responsibilities of EMHS Board Directors.

POLICY
EMHS Directors are charged with individual responsibility as part of their Board membership. The obligations of Board service are considerable, extending well beyond attendance at meetings. Individual Directors are required to meet high standards of personal conduct on behalf of Eastern Maine Healthcare Systems. Yet despite the significance of their responsibilities, Directors as individuals have no special privileges, prerogatives or authority. They must meet in formal sessions to deliberate and make corporate decisions. A Director Job Description provides to current and prospective Directors a clear statement of the expectations and responsibilities associated with their role on the Board.

PROCEDURE
I.   Fundamental Duty of Oversight

Maine law requires that each Director discharge his or her duties

- in good faith;

- with the care an ordinary prudent person in a like position would exercise under similar circumstances; and

- in a manner the Director believes to be in the best interests of the Corporation.

II.   General Expectations

Directors will:

- Know the organization's mission and goals, policies, programs and services, history, strengths, and needs.

- Prepare well for policy discussions and decision-making.

- Serve in leadership positions and undertake special assignments willingly.

- Refer all matters of potential significance to the attention of the CEO or the Chair as appropriate, including potential conflicts of interest.

- Direct requests for information from any source (community member, media, employee, etc.) to the CEO or Board Chair.

- Understand the respective roles of the Board and the CEO.

- Support the CEO through difficult relationships with groups or individuals.

- Give annually in order to meet the organizational goal of 100% board participation in fundraising.

- Support fund-development strategies through personal influence with others, e.g. corporations, individuals, and foundations.

- Participate in educational opportunities to remain current on trends and issues affecting governance.

- Advocate for decisions of the Corporation.

III.   Meetings

The Board exists, in both a legal and functional sense, when it meets. Consequently, Board and Committee meetings are at the center of governance. The role of Committees is to bring to the Board the results of considered analysis of the issues specific to each Committee's charge. Therefore, Directors are expected to:

- Prepare well for Board and Committee meetings.

- Attend and actively participate in Board and Committee meetings with critical thinking and analysis, and attention to results.

- Ask timely and substantive questions at Board and Committee meetings, and freely suggest agenda items on significant topics.

- Maintain confidentiality of the Board's meetings and executive sessions, and speak for the Board or organization only when authorized to do so.

- Discuss business of the Board only in convened meetings of the Board or its committees. This includes limiting discussions between individual Board Directors outside of established meetings but does not preclude consultative discussions between Board officers.

- Avoid conflicts of interest when possible, and when not possible, follow Board policy to manage them.

ATTACHMENT(S): None