



Illustrative DIRECTOR POSITION CHARTER

Serving as a director is an important responsibility that must be undertaken/discharged with a high level of commitment, seriousness, competence and energy. The board's performance and contributions depends upon the quality of its members' knowledge, skills, experience and perspectives/values. Specific expectations associated with the director role are specified below.

foundational

directors are expected to:

- have (and continually demonstrate) a high level of interest in, and commitment to:
 - the organization's stakeholders
 - the organization's vision and key goals
 - the critical role the organization plays in enhancing the health status and well being of the community
- have the motivation and ability to meet the significant time requirements associated with board membership, including:
 - preparing for board and committee meetings (estimated __ hours per year)
 - participating in board and committee meetings (estimated __ hours per year)
 - participating in director continuing education and board development activities (estimated __ days per year)
 - attending organization/community events when requested to do so by the board chair (estimated __ hours per year)
- fulfill the legal fiduciary duties of loyalty, care and obedience [refer to protocol: *Director Legal Fiduciary Duties*]
- understand the organization's key stakeholder groups in addition to their needs, interests and expectations; serve as a stakeholder agent; consider, deliberate, decide and act on their behalf
- not serve as the advocate of specific stakeholders, narrow interests or interest groups
- possess a high level of personal and professional integrity; not behave in ways that could reflect unfavorably on the organization or board
- have no general conflicts-of-interest that would affect the ability to decide/act in the best interests of the organization and its stakeholders [refer to protocol: *Director Conflicts-of-Interests*]

general competencies/capacities

directors are expected to:

- develop, over time, an increasingly rich and sophisticated understanding of:
 - board obligations, responsibilities and roles
 - structure and dynamics of the U.S. healthcare industry
 - opportunities and threats posed by the markets in which the organization operates
 - characteristics and strengths/weaknesses of the organization; its strategies, structure, management, operations, finances and clinical programs
 - the nature of medical practice, the challenges facing physicians and factors that affect the quality of patient care
 - laws, regulations and accreditation standards applicable to nonprofit healthcare organizations
 - the health status and needs of communities served by the organization
 - the strength/weaknesses and opportunities/threats posed by organizations that compete with the organization
- possess at the time of appointment (or achieve within the first six months of service), and continue to develop over time, the ability to read, analyze and interpret the organization's basic financial and operating statements
- be familiar with provisions of the board's bylaws, governing protocols and policies
- understand, and be willing to advance the organization's vision and key goals
- work collaboratively with other directors, executives and medical staff leaders
- keep confidential those organizational and board matters deemed to be sensitive [refer to protocol: *Director Confidentiality*]
- follow through on commitments to the organization, the board and other directors
- be aware of potential legal liabilities associated with serving as a director; understand provisions of the organization's directors and officers liability insurance coverage and indemnification policy
- continually develop capacities and competencies associated with the director role
- become comfortable/skilled in using the board's intranet website

specific behaviors

with respect to board/committee meetings, directors are expected to:

- annually, attend ___ percent of regularly scheduled meetings (either in-person or via video/telephone connection)
- carefully/thoroughly review the agenda book and background materials; come to meetings fully prepared to discuss, deliberate and act on issues before the board
- arrive on time and do not leave early

- actively participate in discussions/deliberations, sharing perspectives, experience, expertise, ideas, opinions and questions/concerns
- request additional information and seek clarification when an issue is not fully understood
- listen carefully to, and respect, the views/opinions of other directors
- maintain focus; not distracting other directors or becoming distracted
- be willing to change one's opinion when presented with contrary facts/opinions
- ask tough questions when the need arises; serving as a "check and balance" to management and the medical staff on behalf of stakeholders
- question and challenge when proposals are inadequately formulated
- acknowledge potential conflicts-of-interest regarding specific matters and when they arise:
 - seek an opinion from the Chair regarding its materiality
 - and if deemed material, totally extricate oneself by: leaving the meeting when the matter is being considered; not discussing the matter with fellow board members or management; and refraining from voting on it
- when the situation warrants, express a dissenting opinion and vote "no"
- support board policies and decisions once they are formulated/made, even after voting against them

board citizenship

directors are expected to:

- serve as a member of at least ___ board standing committee
- attend, and actively participate in, the board's annual retreat
- attend, and actively participate in, intramural board education/development programs
- participate in organization and community events as a board representative when requested by the Chair
- serve as a representative and advocate of in all dealings with other organizations, groups and individuals
- be willing/able to serve in a governance leadership role (as the board or a committee chair)
- support the board Chair and CEO; when requested, provide advice/counsel to them regarding the execution of their roles
- participate in the board's assessment of its performance and contributions

- prior to the conclusion of each term served, complete the individual director self-assessment survey
- when practical/feasible, use the organization and its affiliated medical staff as the source of one's healthcare services
- immediately tender your resignation when you are unable/unwilling to fulfill these expectations