



Board Member Job Description

Updated November 2022

What is a Federally Qualified Health Center (FQHC)?

FQHCs are community health centers designated by the federal government with a focus on an underserved population, particularly the economically disadvantaged, though anyone is welcome to use the services. Hometown Health Centers has facilities in Schenectady and Amsterdam, New York. The Schenectady facility offers primary care and preventive services in the area of oral, medical, and behavioral health. At this time Amsterdam is focused on primary care. Hometown Health serves approximately 20,000 people annually and plays a critical role in the life of the greater Schenectady-Amsterdam community. It helps make the lives of others better.

What is a Director and the Board of Directors?

Individuals are directors who come together as the Board of Directors. You'd be part of an important team. Current Board Directors elect new members. As a group, the Board of Directors governs the organization. It hires the Chief Executive Officer. It does not involve itself with Operations and Management which for legal reasons is a function of Senior Staff. The Board must vote on the annual budget, and it regularly reviews and votes on many important policies and procedures. These are just a handful of Board duties.

There are five standing committees of the Board of Directors, composed of 3-5 Directors, to oversee specific areas and report back and recommend actions to the full Board. These standing committees are: Executive, Governance, Credentialing, Quality Assurance, Audit and Finance, and Ethics and Compliance. For a description, please refer to the Bylaws.

Is the Board of Directors responsible for ensuring no waste, fraud, or abuse occurs?

Yes. New York State Social Services Law Section 363-d & New York Codes, Rules and Regulations (NYCRR) Part 521 mandates any healthcare organization participating in State Medicaid or other government healthcare program to oversee an effective Compliance Program. Any employee or governing Board Member that:

- 1) Engages in non-compliant behavior;
- 2) Encourages, directs, facilitates or permits non-compliant behavior; and
- 3) Does not report suspected problems including, but not limited to waste, fraud, and abuse

Are subject to corrective action that may include formal reprimand and possible removal as a Board Member in accordance with Hometown's Bylaws.

As part of Hometown's efforts to identify and prevent fraud all Staff and Board Members must be routinely screened on State and Federal "Exclusion Lists." These lists identify entities and individuals who have defrauded the government. If identified on such a list, you are prevented from being a Board Member.

What is a Conflict of Interest?

You may not financially or personally benefit from your Membership to the Hometown Board of Directors. This includes family or close personal friends. This includes the hiring of family members while you are a Board Member. You must disclose if a family member is already an employee prior to joining the Board. You will be required to fill out a Conflict of Interest Form before joining and then do so annually. You must also be proactive in disclosing any conflicts, especially prior to a vote of the Board of Directors for a product or service.

What is the difference between Board Governance and Operations and Management?

Governance is a key Board function to further the organization's Mission. It makes sure the Bylaws are followed to provide accessible, quality care to an underserved population. Governance requires Board Members to hold one another accountable in their duty, loyalty, and obedience to the organization's purpose and Mission. It also helps to vet prospective Board Members who may be good candidates for service.

Board Members do not "run" the organization but defer to Senior Management. In particular, the Board selects the Chief Executive Officer (CEO) who in turn assembles a team of professionals to carry out legal, regulatory, and healthcare delivery. The Board does not involve itself in day-to-day Operations and Management.

Operations and Management is handled by qualified, Senior Members of staff. They have the expertise and education to oversee daily operations regarding the organization's Values and

Mission. Senior Management helps develop Strategic Plans by working with the Board. Once the Board has approved a finalized plan it will monitor its implementation.

Governance and Operations and Management are complementary but distinct due to legal, regulatory, and insurance requirements.

What makes me qualified to serve on the Board of Directors?

If you're a user, you are very qualified to be a Board Director. You know first-hand what it's like to be a patient-consumer. Your experiences will be an invaluable experience. If you're a user and don't want to serve on the Board, please tell a friend or relative who is a user.

If you're not a user, you may bring certain skills or experiences to the Board that can benefit the organization like legal, finance, community leadership, healthcare management, or nonprofit governance among other things.

Why should I volunteer on the Board of Directors?

If you're a user, you should help run *your* community health center. Hometown Health Centers belongs to you. In addition, you're part of the community and Board service is one way to give back to the community. Although service is voluntary, a light lunch or dinner is sometimes served. Any Board training will be paid for by the organization. But your reward is giving back to the community or the health center, if you're a user.

What is my time commitment?

There are monthly Board meetings that generally last 90 minutes. Board meetings are held in the evening, but not always. There are also committee assignments that could require up to twelve hours a year and you may be asked to occasionally represent the organization at a business or community function.

In addition, Board Directors need to come prepared. Material will be provided each month before Board and committee meetings requiring you to review the material, ask questions, and make an informed vote. Hence, your time commitment can be about forty-six hours a year. Preparing for meetings can be done in the comfort of your home. Also, you can participate in meetings by video or telephone conference calls, though meeting with and discussing issues in-person is always best. Your overall commitment would be up to four hours a month.

What is the process before I'm voted onto the Board of Directors?

The process includes meeting with the Chief Executive Officer or Governance Chair prior to your election to the Board. More details will be shared about how you can serve the community through Hometown Health Centers. The CEO, Governance Chair, or General Counsel/Compliance Officer will also discuss the importance of ethics, compliance, and the organization's Code of Conduct. All Board Members are bond by the Compliance Program and the Code of Conduct.

You will be asked to fill out a Conflict of Interest Survey. This Survey will identify any issues that could conflict with your duties to Hometown Health Centers. It's possible, for example, your partner or blood relative or adopted adult child is attempting to secure a contract with Hometown Health Centers. Or maybe you have a relative working at Hometown Health Centers. These are possible conflicts and must be disclosed. You also will have to undergo a background check to determine if you have ever compromised the Medicare or Medicaid programs.

Once the background work has been done, your name would be submitted to the Board by the Governance Committee and you'd be voted on for a two year term.

What assignments can I expect?

All Board Members may serve on one standing committee. The choice is up to you, though you may be asked to serve on more than one if there is a need. In addition, there are activities you'll be asked to attend – perhaps a community event or healthcare fair to help promote the organization in the community.

Will I receive training and guidance?

Board education is ongoing. Sometimes an outside nonprofit consultant will be brought in for workshops. In other cases the Chief Ethics and Compliance Officer will speak about duties and the areas you must focus on.

Do I have the benefit of Staff support?

Yes. Each committee is assigned experienced, professional Staff to help you meet obligations as a Board and committee member. Any Board Member may call on Senior Staff to assist with governance matters.

Board Member Officer Description

What is the job description of the Board Chair?

The Board Chair determines the agenda for meetings, chair the Executive Committee, and serve as an ex officio member of all committees. The Chair works in partnership with the CEO to make sure Board resolutions are carried out and will call special meetings, if necessary. He or she will appoint members to each committee subject to Board approval. The Chair will run Board meetings, oversee searches for a new CEO, serve as a spokesperson, and periodically consult with Board Members on their roles, committee assignments, and help them assess individual performance. He or she will ensure Hometown is focused on its Values and Mission.

What is the job description of the Board Chair-Elect?

In the absence of the Board Chair, the Chair-Elect will fulfill all duties as if acting as Chair.

What is the job description of the Board Secretary?

Attend all Board Meetings and transcribe the minutes. He or she shall ensure the safety and accuracy of all Board records. He or she is responsible for the accuracy of the Board minutes and providing an accurate record of the meetings.

What is the job description of the Board Treasurer?

The Treasurer will maintain a full understanding of the organization's finances. He or she will play a role in selecting and monitoring an independent auditor and track the organization's revenue on a monthly basis. The Treasurer will work with the CEO and Chief Finance Officer to prepare an annual budget.