

LEE MEMORIAL HEALTH SYSTEM BOARD OF DIRECTORS

POLICY MANUAL

no. **10.05E**

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category: General Operations

title: Duties and Responsibility of Board of Directors

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PURPOSE:

To provide a comprehensive description of the duties and responsibilities assumed by a Board Member elected by the citizens of Lee County or appointed by the Governor of the State of Florida.

POLICY:

The duties, responsibilities and expectations of Board members shall be:

PARTICIPATION AND PERSONAL DEVELOPMENT

1. Prepare for, attend and actively participate in meetings of the Board and its committees.
2. Make reasonable efforts to be informed on matters affecting the Lee Memorial Health System and participate in continuing education opportunities and programs.

PLANNING OVERSIGHT

1. Adopt a Mission Statement for the Health System. Review the same annually and revise if appropriate.
2. Adopt a Strategic Plan for the Health System. Review the same annually and revise if appropriate.

QUALITY OVERSIGHT

1. Support the System's program of continuous quality improvement.
2. Possess a general understanding of standards regarding quality of care imposed by outside agencies, both governmental and private; and provide direction and support regarding compliance with such standards.
3. Review opinion surveys of patients, employees and practitioners on the medical staffs, and provide direction to System management regarding responses to the same, if appropriate.

COMMUNITY RELATIONS

1. Serve as a representative of the community regarding the scope of and manner of delivery of services by the Health System.
2. Serve as a representative of the System to the public and government.
3. Adopt policies of non-discrimination in the delivery of care to patients, and in personnel and medical staff matters.

FINANCIAL OVERSIGHT

1. Adopt an annual budget and a capital expenditure plan for the Health System in accordance with Board Financial Policy 20.17.
2. Require the preparation and review of financial and statistical reports from System management.
3. Adopt a long-term financial plan. Review the same at least annually and revise as necessary.

MANAGEMENT OVERSIGHT

1. Continually respect the difference between the role of the Board in establishing System policy and direction, and that of management in carrying out daily operations.
2. Hire, evaluate and set the compensation of the System President, the Board Administrator, and the Board Attorney.
3. Provide a means by which the System President shall report routinely on matters necessary for the Board of Directors to fulfill its duties and responsibilities.
4. Periodically review and provide recommendations regarding the Health System's Table of Organization.
5. Provide recommendations to management regarding operational matters which do not further Board policy.
6. Act on recommendations of the Corporate Compliance Officer, as required.

MEDICAL STAFF OVERSIGHT

1. Act on recommendations of the System medical staffs regarding appointments and reappointments to the medical staffs, disciplinary actions, medical staff bylaws adoption and amendment, medical staff rules and regulations adoption and amendment, and other matters submitted by the medical staffs for consideration.
2. Provide a means by which the Presidents of the System medical staffs may routinely report medical staff issues to the Board.
3. In appropriate circumstances, consider institutional needs in the appointment and reappointment of the medical staff members, and the granting of privileges to practitioners.
4. Routinely communicate with the Medical Staff through meetings and/or written communications.

SUBSIDIARIES, SUBAGENCIES AND JOINT VENTURES

1. Create subsidiary corporations and approve articles of incorporation and bylaws for the same. If the bylaws of such subsidiary corporations so require, appoint directors and officers. Dissolve subsidiary corporations as deemed appropriate.
2. Create and dissolve subagencies by resolution, as deemed appropriate. Resolutions establishing subagencies shall provide for their purpose, their management and their control by Lee Memorial Health System.
3. Approve the form and conditions under which the Health System shall participate with other persons or organizations in business ventures and other cooperative or joint efforts, consistent with the System's mission.
4. Provide for the financial support of subsidiaries, subagencies and participation in businesses with other persons or organizations.
5. Provide for appropriate oversight of all subsidiaries, subagencies and business ventures with other persons or organizations.
6. Require all System employees serving as System representatives on subsidiary boards of directors, in subagency management, or in business ventures with other persons or organizations, before taking any action in such capacity, to obtain Board approval for such action, if such action in any other context would require the approval of the Board of Directors.