

The leading voice for hospitals.

## **MHA Board of Trustees Profile, Responsibilities, Obligations and Time Commitment**

Board members should be willing to contribute substantively to policy discussions and leadership activities. In addition to the following responsibilities of the Board as a whole, MHA has expectations of individual members of the Board related to Board meetings and activities as well as to their leadership role in the Association.

### **Profile of the Board of Trustees**

The Board consists of up to twenty-nine (29) individuals, seven (7) of whom hold offices in the corporation: Chair, Chair-Elect, Treasurer, Secretary, Immediate Past Chair, Immediate Past Chair Most Recently Retired, and President & CEO and twenty-two (22) of whom are trustees-at-large. Of the 22, 17 shall be a member of the administrative staff of a Type 1 or the health system of a Type I member; three (3) shall be a member of the Board of Trustees of a Type I member or the Health System of a Type I member; one (1) shall be a member of a professional society that is related to the health care industry; and one (1) must be an individual who may not necessarily be affiliated with a hospital but has expertise in another field that will bring different perspectives to the Board, i.e. economist, business leader, or an elected/appointed political figure. Of the 22 trustees at large, four shall serve in the capacity of Chair of one of MHA's standing councils/committees (Clinical Issues Advisory Council; Trustee Advisory Council; Standing Committee on Finance; and Standing Committee on Public Affairs).

### **Responsibilities of the Board of Trustees:**

The Board is responsible for the strategic direction of public policy as well as strategic direction for the MHA as an organization—membership, governance structure, etc.

The Board focuses on the broader policy, socio-economic, and health issues affecting the field, looking beyond the interests of individual organizations and institutions. The Board is continually challenged to stay ahead of the members and, through its actions and decisions, guide the field.

The Board has authority for MHA policy and reaches decisions after consideration of all member perspectives.

The Board is accountable to the membership for the appropriate use of resources by the Association, including dues, budget, and investments. The Board has charge of the property of the Association and the authority to control and manage the affairs and funds of the Association. The Board delegates much of the work associated with this responsibility to the Finance Committee, and its Investment Committee, while retaining overall responsibility and accountability.

The Board provides counsel and advice to staff in the development of policy and advocacy strategy. Parts of this responsibility may be delegated from time to time to committees or task forces.

The Board is responsible for providing feedback on the CEO's performance to members of the Executive Compensation Committee.

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## **Responsibilities of Board Members**

Focus on the best interests of the entire Association and the membership at large, recognize that each Board member's constituency is the same—the member.

File a confidential conflict of interest statement on an annual basis. If conflicts or dualities of interests arise between the Board members' personal interests and his or her obligations to act in the best interest of the Association as a whole, the Board member shall disclose the interests and refrain from voting on the affected issue(s).

Protect the confidentiality of private or confidential information, such as executive session deliberations, designated policy discussions, relationships with other organizations, personnel matters, financial information, advocacy strategies, proprietary information, etc. All media calls should be directed to communications staff at the Association.

## **Leadership Expectations**

Board members are expected to draw attention to and explain MHA positions and activities in discussions with colleagues in a diplomatic fashion. Board Members must be willing to actively advocate for the Association's positions.

In the rare instance when a Board member's disagreement with MHA policy becomes public, the Board member is expected to advise the MHA President & CEO in advance of a public disclosure. When a Board Member communicates to the public, or to a public official, or to the media, a position or point of view that is in conflict with that of MHA, that member shall clearly explain that he/she is not representing MHA or communicating on behalf of MHA.

As one example of Board leadership, each member is strongly encouraged to actively participate, as appropriate, in both MHA's and AHA's Political Action Committees. There is an expectation that each member of the Board will consider these leadership opportunities, and similar advocacy activities, seriously when deciding whether to join the Board. Further, Board members are strongly encouraged to educate their senior staff and trustees concerning the value of participation (both financially and in personal time commitment) in the activities listed above, as well as any restrictions in law. All activities mentioned above should adhere to federal and state law.

Provide feedback and assistance to the President and CEO in support of their role in effective representation of the membership.

## **Time Commitment**

Attend all Board meetings and/or conference calls. The Board has six regular meetings, one brief organizational meeting held during the MHA Annual Meeting, and one all-day retreat per year. Board members also are encouraged to attend the Association's major meetings including but not limited to CEO Roundtable Series, MHA's Mid-Winter Leadership Forum, and Annual Meeting.

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