



**Strengthening Oklahoma's Safety Net,
One Community At A Time**

Board Bulletin
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Accountability Among Board Members: Part 2

Accountability must be exercised among members to avoid having one or two individuals jeopardizing the board, and ultimately, the health center. Part 1 of the “accountability” series focused on errant behavior that eventually leads to board discord and potential litigation. Part 2 focuses on preventive measures boards can take to ensure accountability among members.

Accountability in Action

- ◆ **Policy, Policy, Policy** - Sound policy development is the key to a functional organization. A board's most powerful safeguard against litigation is establishment of comprehensive policy - then ensure that it's being enforced. The board, the management team, staff and patients all benefit from clear-cut policies and procedures that thoroughly address situations before they occur, eliminating confusion and improving organizational efficiency. Each health center board should have policy that agrees with their bylaws and, at a minimum, includes the following areas specific to board members: provisions regarding conflict of interest and confidentiality, selection and dismissal of board members, selection and dismissal of officers, committee structure, etc. As Plato so aptly stated some 2,400 years ago, “People are freest when the rules are clear.”
- ◆ **Communication** - It is incredibly important that all board members read and understand the organizational bylaws and policies. Procedures must be established for disseminating bylaws and pertinent board policies, ensuring that information is read by having each board member sign a form verifying the receipt and understanding of their contents. Periodic review of policies and bylaws should be standard practice for boards.
- ◆ **Careful Selection of New Members** - Boards must use caution when selecting new members. Sometimes it seems that boards are so desperately in need of ‘warm bodies’ that they may forget to carefully screen new members by using a thorough selection process. If you want a winning team, new members must be willing to comply with established rules and fully understand that complete accountability is required. They must be willing to be a team member working for the good of the organization rather than pursuing personal agendas. They must be trustworthy, honest, and loyal to the organization.
- ◆ **Engage in Team Building** - There are vast resources to help groups improve performance through team building. If members better understand their role on the team, more effective governance will surely occur. The answer to better teamwork might be as simple as understanding the varied personalities of board members and the dynamics resulting from those differences. A person initially thought to be disinterested may be an introvert who can't get a word in edgewise. Take time to learn the team. Board members should also engage in honest self-evaluation as it helps improve the personal performance of each individual.
- ◆ **Take Action** - If a breach of conduct occurs, the board must be resolved to take action against the violation in accordance with policy. Dealing with errant behavior is not pleasant but is absolutely necessary to protect the board as a whole and the health center. If a member fails in his/her duties of care, loyalty and obedience, decisive measures must be taken to correct the situation immediately, which may even result in the culprit's removal from the board.
- ◆ **Document Process** - Minutes from board meetings should be viewed as if they were Exhibit A in a court proceeding. Doing so reduces the likelihood of infractions ending up in a real court of law. Proper documentation of offenses and resulting action should be included within the board minutes. Appropriate policy should be referenced when taking action. Documented adherence to established policies and procedures will offer boards protection against litigation.

When faced with legal action, boards should always seek the counsel of an attorney. Safeguard the health center by ensuring each board member is committed to fulfillment of the organizational bylaws and policies.

To review OPCA's entire *Board Bulletin* series, visit the ‘CHC Boards’ section of www.okpca.org.

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