



## **PARTNERS BEHAVIORAL HEALTH MANAGEMENT BOARD OF DIRECTORS**

### **BOARD MEMBER JOB DESCRIPTION**

The duties of a Board Member are as follows:

- Attend Board meetings and any Board planning sessions and ensure that the CEO complies with G.S. 122-C-117 and all other applicable laws and regulations.
- Adopt an annual budget and exercise fiduciary responsibility over the operating funds of the LME/MCO.
- Employ a CEO and conduct an annual evaluation of his/her performance.
- Employ a CPA audit firm to conduct an annual fiscal and compliance audit.
- Develop Board policies that set the directives of the agency and delegate to the CEO the operating authority.
- Approve and monitor Board policies.
- Develop the organization's mission statement, values, and plans for the future through a strategic plan.
- Elect Board officers.

**Code of Conduct** – The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

- Members have a fiduciary duty of loyalty to the interests of Partners. The fiduciary duty of loyalty is a member's responsibility to act at all times in the best interests of Partners, regardless of a member's other affiliations and relationships. For example, if a member serves on the board or staff of any advocacy or interest groups reasonably anticipated to be opposed to Partners' interests, the member may have a conflict of interest as described below. This duty of loyalty also supersedes the personal interest of any member acting as a consumer or provider of the organization's services.
- Members must avoid conflict of interest with respect to their fiduciary responsibility.
  - a. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
  - b. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself, without comment, from not only the vote but also from the deliberation.
  - c. Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must resign from the Board first.
  - d. Members will annually disclose their involvement with other organizations, with vendors, or any other associations that might produce a conflict.
- Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
  - a. Decisions or instructions of individual board members or officers of committees are not binding

on the CEO or staff except in rare instances when the Board has specifically authorized such exercise of authority.

- b. The Board will not be bound in any way by any statement or action on the part of an individual member, except when such statement or action is at the specific instruction of the Board in an official meeting.
- c. Members' interactions with the public, press, or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
- d. Members will give no consequence or voice to individual judgments of the CEO or staff performance.
- e. Complaints or concerns directed toward board members should be referred to the CEO who will follow established policies for complaints or grievances.
- f. Policy or procedural questions directed toward board members by the staff or public should be referred to the CEO.
- g. Individual board members should take no private action that will compromise the Board or administration, and should likewise respect the confidentiality of information that is privileged under applicable law.

I have read and understand this job description

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Board Member Signature

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Date