



## Job Description: Individual Board Member

### **The Fundamental Duty of Oversight**

The Sarasota County Public Hospital Board (SCPHB) is the party responsible for the Sarasota Memorial Healthcare System (SMHCS). The SCPHB must supervise and direct its own officers and govern the System's efforts in carrying out its mission. The duties of care, loyalty, and obedience describe the manner in which SCPHB members are required to carry out the fundamental duty of oversight.

Duty of Care requires SCPHB members to have knowledge of all reasonably available and pertinent information before taking action. An SCPHB member must act in good faith, with the care of an ordinarily prudent businessperson in similar circumstances, and in a manner he or she reasonably believes to be in the best interest of the System.

Duty of Loyalty requires SCPHB members to candidly discharge their duties in a manner designed to benefit only the System, not the individual interests of the SCPHB member. It incorporates the duty to disclose situations that may present a potential for conflict with the System's mission.

Duty of Obedience requires SCPHB members to ensure that the System's decisions and activities adhere to its fundamental purpose and mission, as stated in its Charter.

### **General Expectations**

SCPHB members should commit themselves with regards to the following:

- Know the System's mission, purposes, goals, policies, programs, services, history, strengths, and needs.
- Perform the duties of SCPHB membership responsibly and conform to the level of competence expected from SCPHB members as outlined in the fundamental duty of oversight.
- Prepare for the policy discussions and decision-making required for governance excellence within the System.
- Serve in leadership positions and undertake special assignments willingly and enthusiastically.
- Avoid prejudiced judgments on the basis of information received from individuals and urge those with grievances to follow established policies and procedures through their supervisors (all matters of potential significance should be brought to the attention of the CEO and SCPHB chairperson).
- Avoid asking for special favors of the staff, including special requests for extensive information, without prior consultation with the CEO.
- Know the difference between the role of the SCPHB and that of the CEO.
- Counsel the CEO as appropriate and support him or her through difficult relationships with groups or individuals.

- Give an annual gift according to personal means.
- Assist the affiliated Sarasota Memorial Healthcare Foundation by implementing fund-raising strategies through personal relationships with corporations, individuals, and other foundations.
- Participate annually in educational opportunities to remain current on changing trends and issues affecting governance.
- Prepare for board and committee meetings including appropriate System activities.
- Participate in board and committee meetings with forethought, courtesy, critical thinking and analyses, and attention to results.
- Ask timely and substantive questions at board and committee meetings consistent with individual conscience and convictions, while at the same time supporting the majority decision on issues voted upon by the SCPHB.
- Maintain confidentiality of the SCPHB executive sessions and speak for the SCPHB or System only when authorized to do so.
- Suggest agenda items periodically for board or committee meetings to ensure that significant, policy-related matters are addressed.
- Serve the System as a whole rather than any special interest group or constituency. A SCPHB member's first obligation is to serve only the System's best interests.
- Disclose any possible conflicts of interest in a timely fashion.
- Maintain independence and objectivity and act with a sense of fairness, ethics, and personal integrity.
- Never offer or accept favors or gifts to or from anyone who does business with the System.
- Establish and foster personal relationships with other local governmental officials and legislators, to promote collaborative efforts beneficial to the System.