

# ***Northeast Wisconsin Family Care District BOARD OF DIRECTORS***

## **BACKGROUND INFORMATION FOR PROSPECTIVE BOARD MEMBERS**

This information is for prospective board members for the Northeast Wisconsin Family Care Board of Directors (NEW Family Care). The NEW Family Care Board, referenced within this document as NEW FC, is expected to be established by October 31, 2010, by the Counties of Brown, Door, Kewaunee, Marinette, Menominee, Oconto and Shawano. The initial Board is expected to be comprised of twelve members including seven appointed by the seven counties, three consumer representatives which are to be approved by all seven counties and two at large members which may be appointed at a later date. The initial term of all members will be two years. Subsequent terms will be established by the Board.

The Board, once established, will elect officers, develop bylaws, develop its approach to governance and develop board policies. The design, governance style, structure, board member role/expectations and the responsibilities of this board will likely differ from other public and private boards. Some considerations and expectations for potential Board members are as follows:

### **A. Northeast Wisconsin Family Care District Board**

Family Care District Board members, whether county, at-large or consumer appointees, assume governance stewardship for an enterprise that has corporate-board-like business standards, obligations and consequences that differ significantly from those that may apply to other public boards.

While some Directors may be appointed to this particular board *from or by* a particular constituency, all Directors must *represent* the larger district-wide constituency. In their service to this unique governing body, their civic trusteeship obligation is to represent the Family Care program, all its client members, and its public purpose.

In accepting this appointment, they will be expected to affirm their:

- Willingness to accept and serve
- Ability to meet projected time commitment
- Capacity for giving focused and informed attention to the organization
- Ability to participate in group decision making and support board actions
- Objectivity, intelligence and communication skills
- Integrity and absence of conflicts of interest

### **B. Term, Time and Travel Commitment**

The initial term for all Board members will be two years. The Board will establish subsequent term limits and will likely set up staggered terms. The Board will establish its meeting frequency and most likely the Board will likely meet at the NEW FC office in Green Bay. It is expected that Board members will receive a nominal per diem and travel reimbursement for Board meetings.

### **C. Board Member Position Description**

A Director's governance roles and duties are prescribed by Statute and based on good governance practices and the following is provided as a guide:

## 1. STATUTORY OBLIGATIONS

**46.2895 Long-term care district. (1)(a)** ...is a local unit of government that is separate and distinct from, and independent of, the state and the county or tribe or band that created it.

### 46.2895 Duties of the District Board (6)

- (a) Appoint a director (Chief Executive Officer)
- (b) Develop and implement a personnel structure
- (c) Assure compliance with the terms of any State contract
- (d) Establish a fiscal operating year and annually adopt a budget
- (e) Contract for any required legal services
- (f) Procure liability insurance

## 2. BOARD MEMBER EXPECTATIONS<sup>1</sup>

The following expectations are from the Policy Governance model which may or may not be the governance approach taken by the NEW FC Board once it is established. However, these expectations are provided as an example of a set of expectations for governance.

- a. **Be prepared to participate responsibly.** Participating responsibly means to do your homework, come prepared to work (sometimes the work is to listen), agree and disagree as your values dictate, and accept the group decision as legitimate even if not—in your opinion—correct. It is not acceptable, for example, to have opinions but not express them.
- b. **Represent the FC Program, Its Clients and Its Public Purpose.** You may tend to understand and personally identify with one or more constituencies more than others. That provincial streak is natural in everyone, but *your civic trusteeship obligation is to rise above it. You are a board member for the broad public purpose served.* There is no way that the board can be big enough to have a spokesperson for every legitimate interest, so *in a moral sense you must stand for them all.* Think of yourself as being from a constituency, but not representing only it.
- c. **Be responsible for group behavior and productivity.** While doing your own job as a single board member is important, it does not complete your responsibility. You must shoulder the potentially unfamiliar burden of being responsible for the group. That is, if you are part of a group that doesn't get its job done, that meddles in administration, or that breaks its own rules, you are culpable.
- d. **Be a proactive board member.** You are not a board member to hear reports. You are a board member to make governance decisions. Listening while staff or committees recount what they have been busy doing can be boring and unnecessary. Of course, it is sometimes important to get data through reports, but don't let that cast you in a passive role. Even when you are receiving education, do so as an active participant, searching doggedly for the wisdom that will enable good board decisions. Make "show and tell" board meetings passé.

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<sup>1</sup> *Excerpted and adapted to the MCO board member setting from CarverGuide#2: Your Roles and Responsibilities as a Board Member and related Carver Policy Governance publications.*

- e. **Honor divergent opinions without being intimidated by them.** You are obligated to register your honest opinion on issues the board takes up, but other board members are obligated to speak up as well. Encourage your colleagues to express their opinions without allowing your own to be submerged by louder or more insistent comrades. *You are of little use to the process if a louder member can hold full expression of your ideas hostage.*
- f. **Use your special expertise to inform your colleagues' wisdom.** If you work in accounting, law, construction, or another field; be careful not to take your colleagues off the hook with respect to board decisions about such matters. To illustrate, an accountant board member shouldn't assume personal responsibility for assuring fiscal soundness. But it is all right for him or her to help board members understand what fiscal jeopardy looks like or what indices of fiscal health to watch carefully. With that knowledge, the board can pool its human values about risk, brinkmanship, overextension, and so forth, in the creation of fiscal policies. *In other words, use your special understanding to inform the board's wisdom, but never to substitute for it.*
- g. **Orient to the whole, not the parts.** *Train yourself to examine, question, and define the big picture.* Even if your expertise and comfort lie in some subpart of the organization challenge, the subpart is not your job as a board member. You may offer your individual expertise to the CEO, should he or she wish to use it. But in such a role, accept that you are being a volunteer consultant and leave your board member hat at home.
- h. **Think upward and outward more than downward and inward.** There will be great temptation to focus on what goes on with management and staff instead of what differences the organization should make in the District and the lives of its Family Care clients. The latter is a daunting task for which no one feels really qualified, yet it is the board member's job to tackle it.
- i. **Tolerate issues that cannot be quickly settled.** Shorter-term, more concrete matters can give you a feeling of completion, but are likely to involve you in the wrong issues.
- j. **Don't tolerate putting off the big issues forever.** The really big issues will often be too intimidating for you to reach a solution comfortably. Yet in most cases, the decision is being made anyway by default. Board inaction itself is a decision. Don't tolerate the making of big decisions by the timid action of not making them.
- k. **Support the board's final choice.** No matter which way you voted, you are obligated to support the board's choice. This obligation doesn't mean you must pretend to agree with that choice; you may certainly maintain the integrity of your dissent even after the vote. What you must support is the legitimacy of the choice that you still don't agree with. For example, you will support without reservation that the CEO must follow the formal board decision, not yours.
- l. **Don't mistake form for substance.** Don't confuse having a public relations committee with having good public relations. Don't confuse having financial reports with having sound finances. Don't confuse having a token constituent board member with having sufficient input. Traditional governance has often defined responsible behavior procedurally (do this, review that, follow this set of steps) instead of substantively, so beware of the trap.
- m. **Obsess about ends.** Keep the conversation about benefits, beneficiaries, and costs of the benefits alive at all times. Converse with staff, colleague board members, and the public about

these matters. Ask question, consider options, and otherwise fill most of the trustee consciousness with issues of ends.

- n. **Don't expect agendas to be built on your interests.** The board's agenda is a product of careful crafting of the board's job, not a laundry list of trustee interests. Remember, too, that you are not on the board to help the staff with your special expertise, but to govern. No matter how well you can do a staff job, as a board member you are not there to do it or even to advise on it.
- o. **The MCO is not there for you.** Being a trustee is very different from seeing they exist to satisfy board members' needs to feel useful, self-actualized, involved, or entertained. Of course, it's fine to feel these things and perfectly acceptable to seek whatever fulfillment governance can give you. But the board's job must be designed foremost around the purpose of the MCO to be faithfully served in the determination of what the organization should accomplish.
- p. **Squelch your individual points of view during monitoring.** Your own values count when the board is creating policies. But when the CEO's performance is monitored, you must refer only to the criteria the board decided, not what your opinion was about those criteria. In other words, the CEO must be held accountable to the board's decisions and in fairness cannot be judged against your opinion. You should present any opinion you may have about amending the policies, of course, but not so as to contaminate the monitoring process.
- q. **Support the chair in board discipline.** Although the board as a whole is responsible for its own discipline, it will have charged the chair with a special role in the group's confronting its own process. Don't make the chair's job harder; rather ask what you can do to make it easier.
- r. **Speaking with one voice.** The board is to seek diversity and dialog in the process of policy development and adjustment, but once a policy is in place every board member must support it, and not undermine it.

The board must always speak with unanimity. This means, all board decisions and policies, once made, must be completely supported by each and every board member. The board of directors is not an advisory body but a commanding body, and its commands as stated in policies must be unified and clear. The board as a whole speaks with a unified voice and only to the CEO.

Diversity and dialog are essential to board policy development and adjustment, but have no place in command. To communicate a command that is diverse and open to dialog will harm the integrity of the command and result in confusion and inefficiency.

#### **D. Avoiding Conflicts of Interest**

The NEW FC Board is expected that it will establish a Conflict of Interest policy that would establish reporting actual and potential conflicts of interest. Generally a Conflict of Interest policy will provide an overview of the types of outside activities that board members are required to disclose as a condition of their initial and continuing service. The policy guidelines will usually describe board members' obligation to exhibit ethical and conscientious behavior in carrying out the board's responsibilities and to avoid conflicts of interest.

The policy would likely deem each director and his/her specified relatives of the director as "interested parties" whose existing or potential business relationships with NEW FC (employment, contracted services, board duties, etc.) and/or its competitors are subject to disclosure.