



## **Governance Guidelines**

### **Kansas Association of Local Health Departments Governing Board**

The Kansas Association of Local Health Departments (KALHD) is dedicated to strengthening local health departments for the purpose of improving and protecting the health of all Kansans. These governance guidelines establish KALHD's core values and expectations for professionalism and excellence.

#### **Role and Responsibilities of the Board**

1. The role of KALHD's governing board is to actively oversee the effectiveness of KALHD as it executes the organizational mission. This means evaluating KALHD's strategies as they relate to the long-term benefit of every Kansas local health department with a particular focus on addressing the concerns of our member departments.
2. In addition to general oversight of KALHD, the governing board also performs a number of specific functions including service as:
  - a. *Fiduciary* – The governing board acts as trustee of KALHD's assets and ensures the organization is well-managed and fiscally sound. Fiduciaries must maintain a duty of care to make sound judgments, a duty of loyalty to place KALHD's interests above personal gain, and a duty of obedience to comply with all applicable laws and regulations.
  - b. *Strategist* – The governing board reviews and approves KALHD's strategic plan and monitors performance against the plans. This responsibility also includes mentoring individuals for future service as board members both locally and throughout the state.
  - c. *Controller* – The governing board reviews and assesses the processes and policies in place for maintaining the integrity of KALHD, including the integrity of its financial statements and its compliance with the law. This includes selecting, evaluating, and compensating KALHD's executive director.
  - d. *Assessor* – The governing board assesses the major risks facing KALHD and periodically reviews the options for their mitigation.

See *Appendix A* for additional details on a board member's legal obligations.

3. The governing board will periodically review its own size and effectiveness to determine the adequacy of representation for each local health department in Kansas.

## **Board Conduct**

1. The Kansas Association of Local Health Departments expects adherence by its board members to principles of ethics and professionalism, including a responsibility to:
  - a. Listen to our members and serve their needs within the scope of KALHD's mission;
  - b. Tell the truth openly;
  - c. Honor KALHD's commitments and promises to the best of individual and collective ability;
  - d. Demonstrate confidentiality of sensitive information about the Kansas Association of Local Health Departments, its members, its employees, and its board members;
  - e. Treat fellow board members with respect and understanding both in communication and conduct;
  - f. Comply with applicable federal, state, and local laws, regulations, and fiduciary responsibilities in an effort to create transparency in all of KALHD's operations;
  - g. Provide credible and effective oversight to KALHD's efforts without personal or department-specific bias;
  - h. Abide by the governing documents and policies of the Kansas Association of Local Health Departments;
  - i. Protect whistleblowers—employees and board members—who report an ethics violation or a suspected violation of law;
  - j. Act at all times in accordance with the highest ethical standards and in the best interest of the Kansas Association of Local Health Departments and its members.
2. The KALHD governing board will commit itself to creating and maintaining an environment in which everyone can participate in an atmosphere free from all forms of harassment and discrimination. This means avoiding and preventing any inappropriate comments or gestures on any basis related to gender, race, age, disability, or other protected classes.
  - a. Any board member who believes he or she is being harassed, or any board member who observes harassment, should promptly notify the board president or another officer as appropriate.
3. The KALHD board will conduct its meetings and official functions with respect and lawfulness at all times. The presiding officer, either the KALHD President or other relevant individual as defined in the KALHD bylaws, will oversee meetings with an eye on upholding KALHD's principles of ethics and professionalism.

## *Appendix A*

### **Fiduciary Duty**

A fiduciary duty or fiduciary relationship is created when someone has undertaken to act for, and on behalf of, another in particular matters that give rise to a relationship of trust and confidence. A Board of Directors assume this fiduciary duty because it is making decisions that affect members of its organization, and the organization trusts that the Board will make those decisions in their best interest.

### **The Duty of Care**

A Board of Directors of any organization has a duty of care to its shareholders or members. That means that in making business decisions the Board must exercise reasonable care in the decisions that it makes for the company. Reasonable care has two elements: first, the Board must be acting in good faith for the benefit of the organization. Second, they must believe that the actions are in the best interest of the organization based on a reasonable investigation of the options available. In other words, they must carefully consider the available options (within the time and financial constraints presented) before they make a decision or take a particular action on behalf of the organization.

### **The Duty of Loyalty**

In addition to the duty of care, a Board of Directors owes a duty of loyalty to its organization's shareholders/members. That means that the Board of Directors must be loyal to the organization and its members and act in their best interest. The Board and its individual members may not act in their own best interest or engage in self-dealing while making decisions or taking actions on behalf of the organization. The duty of loyalty is sometimes known as the "business judgment rule" because the Board is required to make its judgments in the best interest of the business. Boards of Directors must carefully exercise their duties of care and loyalty in the furtherance of their business goals; otherwise they can be sued by their organization's members, or be pulled in as a party to any lawsuit that results from their mismanagement or negligence.