

SOUTHEAST, INC.

Area: Board of Directors
Subject: Governing Body Responsibilities

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Approved by: Board of Directors
Signatory: Chief Executive Officer

GOVERNING BODY RESPONSIBILITIES

POLICY:

It is the policy of Southeast's Board of Directors to provide guidance and oversight for the operation of the corporation and to assure accordance with the Health Resources and Services Administration (HRSA), The Ohio Department of Mental Health and Addiction Services (Ohio MHAS), HIPAA, ADAMH Boards, The Joint Commission, the Centers for Medicare & Medicaid Services, and other regulatory body requirements.

PROCEDURES:

- A. The governing body of Southeast will operate by the title "Board of Directors." The term "Board" (as used herein and in other documents of Southeast) will have the same meaning as the term "Board of Directors." The term "Director" will have the same meaning as "Board Member."
- B. The Southeast Board of Directors will operate by a set of by-laws, which will include the following:
 1. Selection of members of the Board as evidenced in Article III, Section 3 of the by-laws;
 2. The number of members of the Board needed for a quorum as evidenced in Article IV, Section 6 of the by-laws;
 3. Terms of office for the members of the Board as evidenced in Article III, Section 4 of the by-laws; and
 4. Provisions guarding against the development of, and prohibiting the existence of, a conflict of interest between a Board member and Southeast as evidenced in Article III, Section 2 of the by-laws.
- C. The Board of Directors of Southeast will:
 1. Provide for orientation of its new members, including providing information about its governing structure, duties, responsibilities and the operations of Southeast as evidenced in Article VI, Section 4 of the by-laws;
 2. Conduct meetings of the Board on a monthly basis at least twelve times per year and maintain, distribute and store minutes, electronically and/or hard copy, in a locked and secure manner, which include:

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- a. date, time and place of meeting;
 - b. names of members who attended; and
 - c. topics discussed and actions taken.
3. At least annually review and approve (and document in Board minutes) the corporation's:
- a. annual budget;
 - b. capital expenditure plan;
 - c. plan for providing services to Southeast's clients (Service Plans, Strategic Plan and Long-Range Financial Plan);
 - d. independent fiscal audit;
 - e. malpractice and liability insurance coverage;
 - f. performance evaluation of the Chief Executive Officer;
 - g. Table of Organization;
 - h. evaluation of services to Southeast clients (client outcome evaluation);
 - i. Quality Improvement/Quality Assurance Plan;
 - j. Patient Sliding Fee Schedule
 - k. Board of Directors Policies and Procedures; and
 - l. Other items as may be required.
4. At least bi-annually review (and document in Board minutes) the corporation's:
- a. summary of quality improvement and assurance activities, and any Board actions taken as a result of this review;
 - b. summary of client rights activities; and
 - c. Affirmative Action/Hiring Report.

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5. Establish procedures for selecting the Chief Executive Officer at time of notice of resignation of any Chief Executive Officer and select the new Chief Executive Officer;
6. Establish duties and responsibilities of the Chief Executive Officer as evidenced in Article V, Section 8 of the By-laws and the Chief Executive Officer Position Description;
7. Establish, review and update as necessary the corporation's policies, and document this review in Board minutes;
8. Ensure that opportunity is offered, as evidenced in Article III, Section 2 of the By-laws, for input regarding the planning, evaluation, delivery, and operation of health, mental health and chemical dependency services, which will include but not be limited to the opportunity to participate in the activities of or participate on the governing body, advisory groups, committees, or other corporation bodies, to:
 - a. persons who are receiving or have received health, mental health and chemical dependency services, and their families; and
 - b. persons who collectively represent a wide range of community interests and demographic characteristics found in Central Ohio in categories such as race, ethnicity, gender, sexual orientation, and socio-economic status;
9. Ensure that the locations and hours of operation for services and/or activities accommodate the needs of persons served, their families and significant others as evidenced by Board meeting minutes approving the Agency Service Plan;
10. Ensure that all services provided and employment practices are in accordance with non-discrimination provisions of all applicable Federal and State laws and regulations, such as the Americans with Disabilities Act, the Equal Employment Opportunity Act, and the Ohio Fair Employment Practices Act;
11. Review monthly financial reports and ensure accountability for organizational resources; and
12. Approve all budgets for submission to ADAMH(S) Boards, HRSA budgets and grant applications, and other grant submissions as indicated.

RESPONSIBILITIES:

Board of Directors