



# Mountain Health CO-OP

## Director Job Description

As Mountain Health CO-OP's elected governing body, the Board of Directors is legally responsible under federal and state law, and its Articles of Incorporation and By-Laws, for establishing, guiding, and assessing the overall direction and performance of the CO-OP.

### **Eligibility:**

Two separate classes of directors will be elected to serve on the CO-OP's Board of Directors, all of whom must be eighteen (18) years of age or older.

- Each Class A director must be an insured member of the CO-OP. Class A members will constitute a majority of the Board of Directors.
- Class B directors need not be members of the CO-OP, although they may be. Class B directors possess special knowledge or expertise such as health care, health insurance, or other pertinent experience and who can help guarantee that the board has the overall knowledge and experience to function effectively.
- Directors cannot be employees of the CO-OP or of any entity providing professional services on behalf of the CO-OP, or a person providing professional services to the CO-OP. (This does not prohibit health care providers who provide services to members covered by the CO-OP from serving on the board.)
- Federal regulations governing health CO-OPs prohibit the following individuals from serving on a CO-OP governing board if they represent the following entities in high-level positions and are responsible for setting policy or similar key decisions:
  - Any federal, state, or local government (or of any political subdivision or instrumentality thereof)
  - A pre-existing issuer of health insurance other than issuers that market only Medicare- or Medicaid-managed care products.

### **Length of term:**

Four years, which may be renewed up to a maximum of two consecutive terms if elected by the membership.

### **Major Board responsibilities include:**

- Hiring the CEO, providing guidance and support as needed, and evaluating performance.
- Developing, implementing, and monitoring the executive compensation program.
- Overseeing the CO-OP's management, primarily focusing on the CO-OP's operating and financial performance.
- Overseeing the long-range strategic direction of the CO-OP, establishing direction, goals, and policies to guide management, along with approving member governance documents, policies, and procedures.
- Overseeing quality, which includes clinical quality, customer service, and safety performance.
- Monitoring ethical, legal, and audit compliance issues.
- Advising senior management in carrying out the CO-OP's mission.
- Establishing a board committee structure and delegating the board's work to committees as appropriate.
- Evaluating board performance.

### **Desirable qualifications:**

- Ability to provide wise, strategic, ethical, and independent advice on a range of complex business issues and decisions.
- Strong team player with excellent interpersonal and communication skills.
- Proven leadership and collaboration skills with a demonstrated capacity to serve in a future board leadership role.
- Previous board experience.
- Knowledge of health care issues, health care delivery systems, or insurance.
- Business and/or financial experience.
- Other knowledge or background that will allow the candidate to make a special contribution to the CO-OP.
- Commitment to the shared values of the CO-OP, including maximizing member participation.
- Sufficient time, interest, and loyalty to the CO-OP to allow for full engagement as a significant contributor to the board.

*Note: The Nominating Committee (NC) will consider the above key qualifications and personal attributes during the candidate nomination process, along with work/volunteer experience and educational background. The NC recognizes that no one person is expected to have exceptional competency in all of the above desirable qualifications. However, collectively the board should exhibit strength in all of these areas.*

**Expectations of Directors:**

- Support the CO-OP's vision, mission, and values.
- Avoid conflicts of interest. When unavoidable, disclose actual, perceived, and potential conflicts and follow board policies for abstaining from discussion and voting.
- Respect the confidentiality of the CO-OP and board deliberations, and information provided to the board.
- Understand and fulfill the board's legal responsibilities.
- Support decisions made by the board, even if the director is in a minority position.
- Understand and honor the respective roles and responsibilities of the board, CEO, and senior management team. Maintain appropriate professional and respectful relationships with all CO-OP staff.
- Adhere to the board's policy manual in carrying out duties and making requests of management.
- Understand the CO-OP and its external environment well enough to assess the impact of board decisions on the CO-OP's overall well-being.
- Represent the CO-OP to key external groups and the media as requested and as appropriate.
- Regularly attend and participate in meetings. Review advance meeting materials; come well-informed and prepared to share knowledge with board colleagues, ask questions, and discuss possible consequences of board actions.
- Participate in committees as assigned.

**Meetings and time commitment:**

- Board members are expected to attend/participate in annual in-person board meetings.
  - Regular meetings last a full day and are typically held in Helena or via Web Conferencing. Alternative locations may be scheduled in the future.
  - June board meetings may also include a strategic planning meeting, resulting in 2 full-days for the in-person meetings.
  - The fall board meeting includes the CO-OP's Annual Membership Meeting in the afternoon, preceded by a regular board meeting.
  - Prospective board members should ensure that their schedules allow them to attend these regular board meetings including the annual meeting (recognizing that emergency situations may occur).
  - Depending on need, there also may be shorter conference calls in-between regular meetings to update board members on activities or to make decisions that may be necessary prior to the next regular meeting.
- Board members are expected to serve on at least two committees and attend regularly scheduled committee meetings, along with participating in special committees or events as requested by the Board Chair.
  - Most committees meet 3-6 times per year, depending on the committee.
  - Participation can be by teleconference.
  - Current board committees are:
    - Executive
    - Governance and Board Development
    - Finance, Investment and Compensation
    - Quality
    - Audit and Compliance
    - Member and Provider Experience.

**Financial considerations:**

Board members are compensated for their services, in an amount decided upon annually. Board members are also reimbursed for reasonable travel costs incurred for meeting attendance.

Mountain Health CO-OP indemnifies its directors against financial harm incurred as a result of a director's performance of duties as a member of the board.