

Board Policy Manual for Emerson Health System, its Affiliates and Emerson Hospital

Board Policy No.: 1

Subject: Board's Role Description

Effective Date: January 2006
Reviewed: March 2008, June 2010, May 2012, June 2014, April 2016

Policy Statement

Purposes:

To provide guidance to officers and members of the Board of Directors of the Corporation in the execution of their fiduciary duties on behalf of the Corporation

Policy:

The Board of Directors of the Emerson Health System are responsible for:

- Setting the mission, vision, strategic plan and core values, defining the ends, goals and priorities of the organization.
- Adopting policies and making decisions to advance organizational ends.
- Selecting the CEO, establishing his or her goals and expectations, evaluating the CEO's performance and establishing/reviewing the CEO's compensation to reward excellent performance.
- Monitoring the organization's performance against board-established goals, especially measurable targets for mission, finances, strategic direction and quality.
- Using contacts and influence with key internal and external constituencies to advance the mission and vision.
- Taking responsibility for the board's own effectiveness, including conducting regular self-evaluation of the board.

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