

Overview of Responsibilities for Board Members of Not-For-Profit Agencies

Commissioner's Message

Now more than ever, services for individuals with developmental disabilities in New York State are provided by agencies such as yours. You and your colleagues on boards throughout New York State have the responsibility to ensure that all services provided by your agency are of high quality. The purpose of this brochure is the statutory and regulatory requirements which will assist you in fulfilling this responsibility.

Each New York not-for-profit corporation must be governed by a board of directors consisting of not less than three persons. These directors are entrusted with the overall management and oversight of the corporation and must maintain certain standards of conduct in the exercise of these functions. As directors, board members have a legal and moral obligation to keep themselves fully informed about the organization, its finances, and its total operations.

Directors and other corporate managers are accountable for the quality of care provided to individuals with disabilities, have a fiduciary relationship to the corporation, and are accountable for the property entrusted to their care and oversight. Therefore, it is incumbent upon each member of the board to understand the duties and responsibilities entrusted to them.

Diana Jones Ritter

THE NEW YORK STATE OFFICE OF MENTAL RETARDATION AND DEVELOPMENTAL DISABILITIES

The Office of Mental Retardation and Developmental Disabilities (OMRDD) is New York State's lead agency responsible for planning, administering and providing services for individuals with developmental disabilities and their families.

OMRDD is dedicated to helping these individuals and their families/advocates obtain the support and services they want and need.

OMRDD works closely with voluntary not-for-profit provider agencies and local governments to develop the supports that will help families care for their relative with a disability, and to help each individual with a disability to increase his or her participation and integration in his or her community.

OMRDD and Certified Voluntary Agency Services

Aging and Senior Services	Education
Autism	Employment Services
After School Services	Family Care
Camp and Recreational Services	Family Support Services
Case Management	Forensic Services
Children's Services	Housing
Clinical Treatment	Parent Advocacy and Training
Crisis Intervention	Respite
Counseling	Self Advocacy
Day Programs	Traumatic Brain Injury

Mission

The Vision Statement

People with developmental disabilities enjoy meaningful relationships with friends, family and others in their lives, experience personal health and growth and live in the home of their choice and fully participate in their communities.

The Mission Statement

We help people with developmental disabilities live richer lives.

Values

Describe how we as employees of OMRDD interact with the individuals we serve, families, staff, the community and each other:

Compassion - The capacity to appreciate what others think and feel.

Dignity - The recognition of the worth of each person and the treatment of individual rights and preferences with respect, honor and fairness.

Diversity - The celebration, respect and embracing of the differences among us because these differences strengthen and define us.

Excellence - The continual emphasis on innovation, increasing knowledge, and delivering the highest quality supports and services.

Honesty - The foundation on which trust is built and truth is communicated.

Board Responsibilities

General Board Responsibilities include:

- Establishment of a plan of organization consistent with the agency articles of incorporation, mission and vision. This organization plan should reflect the organizational by-laws. The plan must specify lines of accountability, a description/definition of the relationship of the executive director to the board of directors, and the process by which the board of directors will periodically evaluate the performance of the executive director.
- Provision for ongoing orientation and training of existing and incoming Board Members in their legal, fiduciary, and policy making responsibilities.
- Development of a long-range, strategic plan consistent with the agency vision and mission, and supported by a process for the preparation of an annual business plan.
- Development of policies, updated as required, in the areas of:
 - Service provision
 - Human resource management
 - Fiscal management
 - Regulatory compliance/certification
 - Evaluation of the effectiveness and efficiency of agency operations, service delivery, consumer response to services received, and untoward events
- Establishment of a process for board oversight activities to address:
 - Quality of Care
 - Human Resource Management
 - Financial Management

These oversight responsibilities are more fully described in the following pages.

OMRDD Expectations for Board Oversight Responsibilities

OMRDD expects boards to take leadership in the following areas:

- Quality of Care, Financial Management and Human Resources Management.
- In order to provide this leadership, board members must keep themselves informed and educated regarding the services provided by their agencies, and the status of certification.
- Although boards seem to closely monitor the fiscal status of the agencies they oversee (at least as indicated in board minutes), they also need to pay the same attention to service delivery. Boards of directors in general should have more of a presence at agency service delivery sites. Members

should be updated periodically regarding the status of service provision, certification and other operational aspects of the agency. It would be worthwhile for board members to occasionally visit service delivery sites.

- Board members need to be well informed in all cases about their legal responsibility for the agency or about current service delivery philosophy in the broad sense. Boards should educate themselves about these issues at least in a general way, and very specifically as to their legal responsibilities.
- Boards should educate themselves about the OMRDD regulation titled, "Reportable Incidents, Serious Reportable Incidents, and Abuse" Part 624 and requirements that apply to all boards of directors so that they can respond to the requirements therein.
- Boards should educate themselves at least in a general way concerning regulatory expectations of service delivery. This does not mean that they should know specifics of regulations, but that regulations exist and at least general categories thereof.
- Boards should develop written agency policies and procedures relative to evaluating the quality and scope of the agency's services, the goals and objectives of such services and an evaluation plan by which the agency itself assesses the quality of services it delivers.

Quality of Care

Service Provision

- Conduct announced and unannounced site visits to service delivery sites.
- Review reports from executive director.
- Participate in selected agency functions.
- Review the results of consumer feedback mechanisms.
- Participate on committees related to service delivery and consumer protection.

Certification

- Review reports from executive director and ensure correction of all identified deficiencies.
- Review reports from external review bodies.

Protection

- Review incident trend reports.
- At least one board member should participate on the agency incident review committee.

Health and Safety

- Ensure provision of adequate protection of each person's health, safety, comfort, and well-being.

Board Performance

- Receive regular reports from the executive director and managers of all reviews done by external review bodies.
- Ensure that there is a satisfactory incident review and management process in place for all types of programs and services delivered by the agency, and that the board has been informed of all major incidents.
- Develop and/or participate in standing committees to address specific areas of responsibility, concern or interest to the board and have such committees address issues in a responsible and effective manner.

Financial Management

Fiscal Issues

- Review and approve annual budget.
- Monitor agency's financial status.
- Review audit information and plans of correction of all audit findings and recommendations.
- Develop procedures for dealing with fiscal irregularities and problems.
- Object to transactions that seem improper.

Board Performance Areas - Fiscal

- Development of a fiscal management policy that provides for board oversight and approval of an annual budget, procedures for fund raising, procedures for annual monitoring of the agency's fiscal status, annual outside fiscal audits by recognized CPA firms to be closely scrutinized by the board

(especially recommendations in the management letter), and procedures for timely dealing with fiscal irregularities and problems, if any.

Human Resource Management

Relationship to Executive Director

Establish employment contracts with annual performance programs.

- Evaluate director's performance annually.
- Establish salary and fringe benefits for executive director.
- Boards should themselves recruit new members and not rely on executive directors to suggest new board members.

Staff Relations

- Staff members must implement policies adopted by the board.
- Board should review issues through reports from the executive director.
- Participate in employee recognition events and work life enhancement efforts.
- Review exit interviews.

Board Performance Areas - Program

- Establishment and revision, as appropriate, of a plan of organization that clearly specifies lines of accountability, the nature and extent of professional responsibility and the relationship of the executive director to the board of directors. There must be some evidence of ongoing and effective communication between the board and the executive director.
- Development of an agency mission and vision statement that relates agency services at least to the service system purposes outlined in the mental hygiene law related to the consumer valued outcomes of individuality, inclusion, independence and productivity (3IP), OMRDD's operating principles and other program goals, consistent with the agency's mission statement and corporate purposes.
- Establishment of a clear and understandable performance criteria for the executive director and seeing to it that he/she is regularly and objectively reviewed against such criteria as well as given both positive and negative feedback as to areas of performance and needed improvement in accordance with a signed written employment contract.

Resources for Further Information and Training:

Dave Holumzer, Regional Director

Division of Quality Management

OMRDD

44 Holland Avenue

Albany, NY 12229

518-473-7032

BoardSource

1828 L Street, NW, Suite 900

Washington, DC 20036-5114

World Wide Web: www.boardsource.org