



بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

In the Name of Allāh, the Most Gracious, the Most Merciful

**HOSPITAL**

**Management Board Governance Manual  
Template**

**January 2018**

## TABLE OF CONTENTS

TABLE OF CONTENTS.....	2
LIST OF ABBREVIATIONS AND ACRONYMS .....	4
<b>1.0 INTRODUCTION.....</b>	<b>5</b>
1.1 General Objectives of the Hospital .....	5
1.2 Services Provided by the Hospital.....	5
1.3 Leadership and Governance Structures.....	5
<b>2.0 BACKGROUND TO THE GOVERNANCE MANUAL.....</b>	<b>5</b>
<b>3.0 BOARD CONSTITUTION AND COMPOSITION .....</b>	<b>6</b>
<b>4.0 BOARD COMMITTEES .....</b>	<b>6</b>
<b>5.0 BOARD TENURE AND DISSOLUTION.....</b>	<b>8</b>
5.1 Board Tenure.....	8
5.2 Dissolution of the Board.....	8
<b>6.0 ROLES AND RESPONSIBILITIES OF BOARD MEMBERS.....</b>	<b>8</b>
<b>7.0 ROLES AND RESPONSIBILITIES OF THE BOARD OFFICE BEARERS .....</b>	<b>10</b>
<b>8.0 BOARD FUNCTIONS.....</b>	<b>12</b>
8.1 Recruitment of the Hospital Medical Director and Management Responsibilities.....	12
8.2 Regulatory Compliance & Financial Oversight .....	13
8.2.1 Regulatory Compliance.....	13
8.2.2 Financial Oversight.....	13
8.2.3 Audit Functions .....	14
8.2.4 Health Quality & Performance Monitoring Responsibilities .....	15
8.2.5 Strategic and Long-Term Planning Responsibilities.....	16
<b>9.0 BOARD MEETINGS.....</b>	<b>17</b>
<b>10.0 BOARD ENTITLEMENTS AND ALLOWANCES .....</b>	<b>18</b>
<b>11.0 BOARD PERFORMANCE MANAGEMENT.....</b>	<b>18</b>

<b>12.0</b>	<b>EVALUATING THE PERFORMANCE OF THE EXECUTIVE SECRETARY.....</b>	<b>19</b>
<b>13.0</b>	<b>CONFLICT OF INTEREST.....</b>	<b>20</b>
<b>14.0</b>	<b>CONFIDENTIALITY .....</b>	<b>20</b>
<b>15.0</b>	<b>BOARD VALUES AND ETHICS.....</b>	<b>20</b>
<b>16.0</b>	<b>BOARD ORIENTATION AND CONTINUING BOARD EDUCATION.....</b>	<b>21</b>
<b>17.0</b>	<b>CONTINUING BOARD EDUCATION DEVELOPMENT .....</b>	<b>22</b>
<b>18.0</b>	<b>REVIEW AND AMENDMENT THE MANUAL.....</b>	<b>23</b>
	Annex 1: Roles and Responsibilities of Finance & Audit Committee .....	24
	Annex 2: Roles and Responsibilities of Technical Programmes, Policy and Advocacy Committee .....	25
	Annex 3: Roles and Responsibilities of Nominating and Governance Committee.....	26
	Annex 4: Sample Board Member Code of Conduct .....	28
	Annex 5: Organizational Structure.....	30

## LIST OF ABBREVIATIONS AND ACRONYMS

DPI	Declaration of Private Interest
HGB	Hospital Governance Board
UMMB	Uganda Muslim Medical Bureau
UMSC	Uganda Muslim Supreme Council

## ACKNOWLEDGEMENTS

We wish to extend its deepest thanks to all those who have, directly or indirectly, contributed to the development and preparation of this Hospital Governance manual for UMMB member hospitals. The shared experiences and perspectives have produced a manual that will have a significant positive impact on the UMMB hospitals when conducting the affairs of the Governance Boards.

Our thanks are extended to the USAID/Uganda Private Health Support Program and especially Cardno for providing the financial support that ensured the exercise was conducted successfully from inception to closure. Sincere appreciation goes to the team at PHS led by Mr. Johnson Matsiko the Deputy Chief of Party for coordinating and guiding the exercise.

Sincere appreciation is also extended to the team at UMMB led by Dr. Karama Said Ali for not only providing the required documents and information but, for finding the time to discuss and better the developed Manuals. Our Sincere thanks to Management and staff of the Bureau for their support throughout the exercise.

The contributions by USAID and especially the US Government and her Tax payers towards improving quality of private health sector facilities and services by providing funds to finance the development of UMMB member Hospital Governance Manual is highly appreciated. The Manual shall serve as a communication tool, a training document and a guide in ensuring that the UMMB member hospitals Governance Boards function efficiently.

## **1. INTRODUCTION**

**Vision**

**Mission**

**Cure Values**

**1.1 General Objectives of the Hospital**

**1.2 Services Provided by the Hospital**

**1.3 Leadership and Governance Structures**

## **2. BACKGROUND TO THE GOVERNANCE MANUAL**

The Governance Manual outlines structures and procedures for establishing and maintaining effective governance, and shows how the various parts of the Hospital interact. The manual is intended to provide members of the Hospital Board with information they need about corporate governance to perform their duties to the highest standard possible.

The Manual sets out the Board's commitment to the establishment of best practice structures, processes and systems that will enable successful operation of the Hospital enshrining principles of accountability, transparency and best clinical practice.

The Board Manual is specifically tailored to the needs of UMMB member Hospitals and takes into account existing governance policies and guidelines such as Articles of Association, Finance Management Policy, Human Resource Policy and the Hospital Strategic Plan.

The Manual is an evolving set of governance principles that are subject to changes as circumstances warrant. The Manual will be therefore subject to regular monitoring and review to ensure incorporation of best governance practices.

### **3. BOARD CONSTITUTION AND COMPOSITION**

1. The Hospital shall have a Board of Governors comprising of at least 11 Board members and not more than 13 members , who are appointed by the Founding Body.
2. Selection of Board of Governors shall take into consideration the right mix of relevant skills, expertise, personal attributes, gender consideration and adequate representation of key stakeholders
3. Selection of Board members shall also take into consideration balance between new members and old members to ensure institutional memory.

### **4. BOARD COMMITTEES**

1. The Board shall establish standing and Adhoc committees
2. The main responsibility of committees is to support the Board.
3. Board Committees shall not take any decision that is within the statutory role of the Board. A committee may however make interim decisions that will lead to a final decision by the Board

4. The Hospital Board will have the following standing committees:
  - 4.1. Finance and Audit Committee
  - 4.2. Nominating and Governance Committee
  - 4.3. Policy and Advocacy Committee
5. Committee chairmen will determine the frequency of the meetings of their respective committees, and in consultation with the Hospital Director, will set meeting times,
6. Any Board member may attend and participate in discussions of any Board Committee, although formal committee action will only be through the vote of appointed members.
7. Board Committees shall have access to accountants or other independent Consultants, whose expertise is deemed essential to carrying out the Committees' respective responsibilities and functions.
8. The Chairperson of the Board will be an ex-officio member of all Committees, but will only vote on the committee to which she/he is assigned.
9. The Medical Director, or delegated representative, will be a non-voting member of all Committees as a staff resource to the Committee.
10. Recommendations resulting from committee action will be presented by the Board Chairperson, or a member of the Committee, in the form of a motion at a full Board meeting
11. Minutes and attendance will be taken at all committee meetings
12. The Chairperson of the Board will appoint the Chairpersons and members of each standing committee at the beginning of each calendar year or at such other times as the Chairperson shall determine
13. To improve their effectiveness, Committees may co-opt people with relevant skills or expertise. Co-opted members may also be invited to advise the full Board on a specific area of interest and expertise. At no time can the number of co-opted members in a Committee exceed the number of Board members on the Committee
14. The quorum of each Committee shall be two Board members.
15. In addition to standing committees, the Board will form adhoc committees for specific tasks as deemed necessary. They will be disbanded once their charge is complete.

*(See **Annex 1** for specific roles and responsibilities of Board Committees)*

## **5. BOARD TENURE AND DISSOLUTION**

### **5.1. Board Tenure**

1. Members of the Management Board shall be appointed for terms up 3 years, subject to re-appointment based on performance evaluation results.
2. Board members may serve no more than 2 consecutive 3-year terms.
3. A member of the Board may have his/her services terminated on the following grounds:
  - Upon resignation
  - Upon becoming of unsound mind
  - Upon failure, without reasonable cause to attend 3 consecutive meetings
  - Misconduct

### **5.2. Dissolution of the Board**

1. The Board may be dissolved by resolution passed by the Board at their annual meeting and voted by at least two thirds of the members of the Board.
2. Where a quorum is not realized, the proposal to dissolve the Board shall be adjourned to another meeting of the to be held at least one month later
3. Notice of the adjourned meeting shall be circulated two weeks before the date of the meeting

## **6. ROLES AND RESPONSIBILITIES OF BOARD MEMBERS**

Board members shall assume the following roles and responsibilities:

### **6.1. Budget and Finance**

- Approve the Hospital budget, which will be prepared by the Medical Director and Hospital management team



- Monitor Hospital expenditures and determine sound fiscal policy and internal control practices. They will also assume responsibility for the fiscal accountability of the Hospital
- Appoint an Auditor or firm of Auditors to audit the accounts of the Hospital

### **6.2. Resource Mobilization/Fund Raising**

- Ensure that adequate funds are available for financing the Hospital's operations
- Approve the resource mobilization/ fund-raising methods used by the Hospital and they shall participate in resource mobilization/fund-raising activities

### **6.3. Review and Evaluation of Hospital Operations**

- Monitor effectiveness of Hospital operations. They will review Hospital procedures and policies on a regular basis
- Monitor procurement, storage and utilization of Hospital goods and services in line with Hospital procurement policy and procedures
- Monitor acquisition and disposal of any hospital property in accordance with hospital procurement and disposal policy/procedures

### **6.4. Planning/Strategic Direction**

- Provide strategic vision and direction of the hospital on behalf of stakeholders within the framework of the Articles of Association
- Assist the Hospital management team in the development of the strategic plan and approve the Hospital plans, strategies and priorities
- Examine the appropriate annual plans and budgets and the allocation of funds to the hospital as proposed by Hospital Management Team

### **6.5. Human Resource/Oversight of Hospital Management**

- Participate in hiring and removal of the Medical Director
- Ensure maximum efficiency and ensure quick decision making for routine functioning of the hospital
- Conduct annual performance evaluation of the Medical Director's performance
- Monitor the operational performance of the Hospital on a regular basis including compliance with clinical regulations and standards

- Determine the salary scales and benefits for the Hospital staff and approve human resource policies.

#### **6.6. Public Relations**

- Communicate with funders/development partners, other stakeholders and also represent the Hospital on public functions or other relevant forums

#### **6.7. Policy**

- Members of the Board shall formulate policies for the Hospital and monitor implementation of these policies.

### **7. ROLES AND RESPONSIBILITIES OF THE BOARD OFFICE BEARERS**

1. The office bearers on the Board are the Chair, Vice Chair and Treasurer.
2. The Medical Director has the ex officio role of Board Secretary.

In addition to their overall responsibilities as Board members, the office bearers on the Board have specific job requirements as follows:

#### **7.1. Roles of the Board Chairperson**

The Board Chairperson's roles and responsibilities include:

- a) Ensuring the Board fulfils its obligations under the Board Governance Manual
- b) Chairing Board
- c) Ensuring that the Board contributes as a team by encouraging the optimum participation of all Board members
- d) Providing the appropriate leadership to the Board and the Bureau
- e) Facilitating Board discussions to ensure the core issues facing the Bureau are addressed
- f) Maintaining a regular dialogue and consultation with the Medical Director and Senior Hospital staff

- g) Monitoring the performance of the Board and individual Board members
- h) Promoting the on-going orientation, training and development of the Board
- i) Leading and giving direction to the Board
- j) Ensuring the effective implementation of decisions of the Board
- k) Providing support and advice to the Medical Director and Hospital staff in implementing the policies and strategies set by the Board
- l) Appraising the Medical Director with support from other Board members
- m) Ensuring effective communication between Board members, Hospital management team and stakeholders
- n) Representing the Board at public functions and events

### **7.2. Roles of the Vice Chairperson**

- a) Support the Chairman of the Board in his or her work
- b) Stand in for the Chairman should he or she be unavailable
- c) Undertake specific assignments at the request of the Chairman

### **7.3. Roles of the Board Treasurer**

- a) Oversees the operation of the financial functions of the Hospital
- b) Interface between Board members and the Hospital's financial functions
- c) Interpret financial matters as required by Board members
- d) Convene the Accounts and Finance Committee
- e) Oversee through the Hospital's income, resource allocation, expenditure and investment
- f) Review the Hospital's finance department's plans, budgets and accounts.

### **7.4. Roles of the Medical Director**

The Medical Director shall be responsible for the day-to-day management of the Hospital and will perform the following key responsibilities:

- a) Providing input to the long-term strategic plan

- b) Manage and implement policies set by the Board
- c) Advance the vision, mission and core values of the Hospital
- d) Oversee clinical, fiscal and operations of the Hospital in accordance with the financial plans, budgets and strategic plan
- e) Develop and implement the Hospital's annual operational plan
- f) Manage and supervise Hospital staff
- g) Prepare material for consideration by the Board including strategies, plans and budgets
- h) Ensure the Board and its committees are assisted and provided with relevant information to enable them perform their functions effectively and efficiently
- i) Inform the Board in a timely manner of any issues of public concern or risks that affect or may affect the Hospital's service delivery
- j) Establish, implement and monitor the Hospital's quality improvement initiatives
- k) Develop and maintain strong working relationship with the Board, Hospital stakeholders and the wider community
- l) Keep the Hospital's seal for authenticating all documents and agreements and any other commitment entered into by the Hospital. The signatories to the seal shall be the Board Chairperson, the Hospital Medical Director and one member of the Board of Trustees or as directed by the founding body.

## **8.0 BOARD FUNCTIONS**

### **8.1 Recruitment of the Hospital Medical Director and Management Responsibilities**

1. The Board shall participate in the Selection and appointing the Hospital Medical Director.
2. The Board Chairperson shall interview the Medical Director with a selected representative of the Board of Trustees
3. The Board shall determine the conditions of service of the Medical Director and also monitor his/her performance against established objectives and performance indicators/targets.

4. The Board shall delegate to the Medical Director responsibility for implementing the strategic direction, and for managing the day-to-day operations.
5. The Board shall review, on a regular basis, the Hospital's senior management succession planning and development
6. The Board shall relate to the staff of the Hospital primarily through the Medical Director and contact between the Hospital staff shall be coordinated through the Medical Director

## **8.2 Regulatory Compliance & Financial Oversight**

### **8.2.1 Regulatory Compliance**

1. The Board shall be responsible for ensuring that the Hospital is operating in compliance with relevant government laws and regulations particularly with regard to the health industry, including health reform laws.
2. The Board shall ensure that the Hospital is implementing its interventions/activities under relevant applicable laws and policies. These laws and policies include, among others, the Employment Act (2006), the 1995 Constitution of the Republic and the National Development Plan II

### **8.2.2 Financial Oversight**

1. The main financial role of the Board to oversee the financial sustainability or survival of the Hospital.
2. Board members should be able to understand basic financial terminology, review and understand financial statements and monitor financial performance.
3. In addition, The Board shall be responsible to reviewing, and approving the Hospital annual budget
4. The Board shall ensure that the Hospital is accountable and efficient in provision of services to its clients and ensure the long-term financial viability of the health services.

5. Board members shall monitor the performance of the Hospital to ensure that it operates within budget, and its audit and accounting systems accurately reflect the financial position and viability of the Hospital.
6. The Board shall assess financial performance of the Hospital by reviewing, among others, the following key documents:
  - Balance sheet
  - Financial/Income statement
  - Cash Flows Statement
7. Financial information shall be presented at different times throughout the financial year e.g. in annual reports as well as monthly, quarterly annual financial statements.

### **8.2.3 Audit Functions**

An internal and external audit system is an important tool in the management and oversight of an organization, which also contributes to transparent and sound financial reporting.

#### **a) External Auditor**

1. An independent External Auditor shall on behalf of the Board be engaged to examine the Hospital's financial and accounting records, as well as supporting documents.
2. The Financial and Audit Committee shall on behalf of the Board, spearhead the appointment of an External Auditor,
3. The Financial and Audit Committee shall safeguard the Hospital by overseeing the way in which financial reporting responsibilities are handled by Hospital management, as well as by ensuring that corrective actions are taken.
4. The Financial and Audit Committee shall on behalf of the Board, consider major findings of internal audit report and management responses
5. The Financial and Audit Committee shall further oversee the Hospital's relations with the External Auditor.

6. The Financial and Audit Committee shall on behalf of the Board, promote co-ordination between the Internal and External Auditors.
7. The Financial and Audit Committee shall be responsible for developing recommendations for Board's consideration.

***(See Financial and Audit Committee Charter in Annex 2)***

**b) Internal Auditor**

1. The Internal Auditor shall be responsible for the on-going daily appraisal of the financial health of the Hospital's operations
2. The internal control system shall be jointly designed by the Board and Hospital management team
3. The internal control system shall be used to provide reasonable assurance regarding the achievement of the Hospital's objectives with regard to the effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable national laws and regulations as well as compliance with International Standards on Auditing (ISA).
4. The main objective of the Internal Auditor shall be to advise Hospital management with regard to sound internal control systems to protect the Hospital against loss.
5. The Internal Auditor shall evaluate internal control systems, assess risks and components of risk management, communicate and make suggestions for improvement.
6. An internal audit shall not only cover the finance function, but also the Hospital's operations and systems.

**8.2.4 Health Quality & Performance Monitoring Responsibilities**

1. The Board shall be responsible for the oversight of the quality of health services provided by the Hospital.

2. The Board members shall support establishment of a quality assurance/quality improvement programmes that reflects the Hospital's vision, mission and core values.
3. The Board shall review and approve the quality assurance/quality improvement plan and make sure it is being implemented effectively in accordance with existing government quality assurance policies and programmes
4. Throughout the year, the board shall monitor progress of the quality assurance/quality improvement plan by receiving periodic reports from Hospital staff.
5. The Board shall also ensure the availability of resources to support ongoing quality assurance/quality improvement activities.
6. The Board shall put the Hospital's quality issues on every board meeting agenda. It will review quality measurements, discuss quality benchmarks, discuss corrective action plans for poor quality, link quality outcomes to the Medical Director's performance evaluation.

#### **8.2.5 Strategic and Long-Term Planning Responsibilities**

1. The Board is to provide a strategic direction to the Hospital. The Board shall fulfill this responsibility by leading the strategic planning process.
2. The Board's role in strategic planning shall entail, among others, the following:
  - Taking a leadership role to develop with Hospital management, the planning process by, for example, forming a Strategic Planning Committee.
  - Ensuring that the strategic direction is consistent with the mission and vision, and is appropriate relative to the environment
  - Participating in making decisions about the plan and formally approving the plan.
  - Ensuring that the plan is used to guide strategic and operational decisions
  - Monitoring the implementation of the strategic plan and how goals and objectives are being achieved
  - Periodically evaluating the Bureau's progress in meeting the plan's annual and long-term goals and objectives.
  - Ensuring that the plan is updated as time and changing conditions warrant



- Making policy decisions on the strategic direction of the organization.
- Reviewing and approving specific projects and actions to verify that they are consistent with and support the strategic plan
- Incorporating aspects of the plan at every board meeting

## **9.0 BOARD MEETINGS**

1. The Board shall meet quarterly and the meeting shall be convened by the Medical Director upon giving 14 days prior notice.
2. The Board may also be called for an extraordinary Board meeting under the following circumstances:
  - Upon request by at least 2/3 members of the Board
  - Where the Chairperson deems it necessary
3. The Board Chair shall preside at all meetings of the Board at which they are present. If the Board Chair is not present at a meeting, the Deputy Board Chair shall preside. If neither the Board Chair nor the Deputy Board Chair is present at a meeting, a member of the Board will be chosen by the Board Members to preside
4. An agenda shall be sent to Board members with notice of the meeting. All the necessary information and materials shall be also sent by the Secretary to Board members in advance to enable each Board member to thoroughly review the information.
5. The quorum of Board meetings shall be at least 2/3 members of the Board
6. For extra ordinary meetings, the quorum shall be 1/2 of the members
7. A resolution of the Board members' meeting shall be adopted by deliberations to reach consensus. If no consensus is reached by deliberations, the resolutions shall be adopted by voting. In a tie vote, the Chairperson of the meeting shall cast the deciding vote.
8. The Minutes of the Board meeting shall be prepared by the Medical Director or any other senior staff assigned to this task by the Medical Director.

9. Minutes taken at the Board meeting shall be considered as draft until they are ratified at the next Board meeting.
10. Minutes of the Board meeting shall be signed by the Board Chairperson person and copies of the minutes shall be provided to each Board member
11. Matters approved by the Board shall be executed by Hospital management team and monitored by the Board.
12. The Board shall develop an annual calendar of meetings to allow Board members to slot the meetings in their agendas. The calendar shall serve as a guide and the Board shall hold additional meetings when warranted.

#### **10.0 BOARD ENTITLEMENTS AND ALLOWANCES**

1. Board members shall be reimbursed for monies spent in carrying out the Bureau's business.
2. Re-imbursement shall be made to Board members in respect of transport and lunch while attending Board meetings
3. Per Diem and daily subsistence allowance shall be paid to Board members while carrying out the Hospital's work
4. The Hospital staff shall receive no additional remuneration for serving as Board members.

#### **11.0 BOARD PERFORMANCE MANAGEMENT**

Board performance will be periodically assessed through various assessment measures that will include self-evaluations and assessment by an external facilitator.

##### **a) Self-Evaluation by the Board Members**

Board self-evaluations shall entail:

- Organizing a retreat and inviting an outside facilitator
- Organizing a special Board members' meeting to evaluate the work of the Board or, alternatively, setting aside time during a regular meeting to address performance issues.
- Designing checklists those Board members can use to assess their work.

- Participating in specialized training programs, thereby providing board members the opportunity to critically reflect on their performance, develop and share new ideas.

**b) Board Performance Evaluation By External Facilitator**

- An external facilitator will be invited to independently assess the Board members. This process will enable the Board to get important insights into its strengths and weaknesses.
- The Hospital will also explore the possibility of assessing Board performance through peer evaluations that are facilitated by an external Consultant/Facilitator
- Information generated from performance assessment will be also used by the Board to identify training needs, both collectively and individually.

**12.0 EVALUATING THE PERFORMANCE OF THE EXECUTIVE SECRETARY**

1. The Board shall conduct regular performance evaluations of the Medical Director to assess whether he/she is meeting or exceeding the board's expectations.
2. The performance assessment shall be based on pre-established performance indicators. These indicators shall be consistent with the Hospital's strategic plan.

The evaluation criteria for the Executive Secretary will include, but not limited to:

- The Hospital's financial performance
- Quality management
- Accomplishment of the Hospital's long-term strategic objectives
- Facilities/infrastructure management
- Human resources management
- Risk management/ Hospital compliance with relevant government laws and regulations
- External relations
- Medical Director's /Board relations

### 13.0 CONFLICT OF INTEREST

1. To be truly independent, a Board member must be free of relationships with the Hospital or management that might influence his or her ability to make decisions.
2. Potentially conflicting relationships include indirect links through family, business or charitable organizations where an individual may hold an office or Board position.
3. The following measures shall be taken to avoid conflict of interest;
  - Board members shall avoid placing themselves in a position of conflict of interest. They shall disclose any direct or indirect pecuniary interest in a matter being considered by the Board. The declaration will be recorded in the minutes of the meeting
  - The Board member with the conflict of interest shall not be present during deliberations and must not vote on the matter.

### 14.0 CONFIDENTIALITY

1. The confidentiality of Board discussions and decisions is an important requirement of board members. Significant damage may be done if Board members reveal confidential matters with anyone outside of the board meetings.
2. The following protocol shall be observed to ensure board room confidentiality:
  - All matters discussed within the board room shall be considered confidential and therefore not to be discussed outside the board room.
  - The Medical Director shall not publish or discuss individual views of Board members or other matters discussed by the Board in relation to board decisions except with prior consent of the Board.

### 15.0 BOARD VALUES AND ETHICS

1. The Board shall uphold the following values:
  - **Dignity:** The inherent dignity of each and every human being shall be observed.
  - **Fairness, honesty and Integrity:** Board shall practice fairness, honesty and integrity in executing their responsibilities

- **Stewardship:** Board members shall proper stewardship of Health Unit resources
- **Excellence:** Board members shall always strive for excellence.
- **Quality:** The work of the Board shall be premised on the belief that all people have the fundamental right to care, basic goods and quality services.
- **Respect:** Board deliberations and proceedings shall be based on mutual respect and support.
- **Team work:** Board members shall at all times ensure team work in executing their responsibilities in both board and committee engagement.
- **Accountability and transparency:** Board members shall commit themselves to observe a high sense of accountability and transparency in their work.

*(See Annex 4 for a sample code of conduct)*

## **16.0 BOARD ORIENTATION AND CONTINUING BOARD EDUCATION**

### **a) Orientation**

1. The Bureau shall conduct an orientation of new Board members to ensure that they are aware of their roles and responsibilities and to understand the organization's objectives and operations.
2. Board orientation will also assist new Board members to more easily grasp the processes, procedures, policies and structures of the Bureau with a view to boosting their confidence and decision making. Besides, orientation will serve to build a working relationship among Board members that promote ongoing support.
3. Board members shall have complete access to the Hospital senior management team.
4. In addition to regular reports by senior management to the Board at Board meetings, Board members may through the Medical Director seek briefings from the Hospital's management and staff on specific matters
5. The Hospital shall develop a comprehensive induction package for new members and they shall be provided an orientation package that will include:

- Vision, mission statements and core values
  - The Hospital's Articles of Association/Constitution
6. The Board Governance Manual (including the Board Code of Conduct)
- The organizational chart
  - The current strategic plan
  - The most recent annual report
  - Most recent audit and financial statements
  - The last two sets of Board minutes
  - Brochures/Program Descriptions
  - Board approved operating policies and procedures (Including human resource and finance)
  - The names, addresses and contact details of all Board members;
  - The list of committees and their members;
  - Terms of reference/Job description

#### **17.0 CONTINUING BOARD EDUCATION DEVELOPMENT**

1. Board training and development programs shall be established based on periodic evaluations of the Board and its members and training needs assessment.
2. Board development and training shall be intended to provide Board members with new skills, increased professionalism, and greater awareness of relevant issues, access to current thinking on governance and other issues.
3. Board training will further enable Board members to keep abreast of changes to the legal and regulatory framework, as well as board governance best practices nationally and across the world.

## **18.0 REVIEW AND AMENDMENT THE MANUAL**

1. Implementation and alteration of the Board Manual shall be the responsibility of the Nominating and Governance Committee, working in collaboration with the Chairman and Medical Director.
2. The Board will from time to time review this Board Manual (at least every 5 years) to ensure that it meets best practice standards, complies with the internationally recognized Governance Principles and meets the needs of the Hospital and its clients..

## **Annex 1: Roles and Responsibilities of Finance & Audit Committee**

The Board of Directors will appoint the Finance and Audit Committee with the following responsibilities:

1. The Board of Directors shall appoint a Finance and Audit Committee. The Finance and Audit Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be free from any relationship that would interfere with the exercise of his or her independent judgment.
2. All members of the Finance and Audit Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, and at least one member of the Committee shall have accounting or related financial expertise.
3. The Board of Directors shall adopt a Finance and Audit Committee Charter that will provide the Committee with a mandate to:
  - Ensure the effectiveness of the overall process of identifying and addressing the Bureau's principal risks
  - Monitor the integrity of the Bureau's financial reporting process and systems of internal controls regarding finance, accounting and legal compliance
  - Monitor the independence of and performance of the Bureau's independent auditors
  - Provide an avenue of communication among the auditors, UMMB management and the Board of Directors
  - Develop resource mobilization strategies and over see fundraising/resource mobilization activities
4. The independent auditors are directly accountable to the Finance and Audit Committee of the Board of Directors.



## **Annex 2: Roles and Responsibilities of Policy and Advocacy Committee**

The Board of Directors will appoint the Policy and Advocacy Committee with the following responsibilities:

1. Prepare annual advocacy agenda (including public policies, priorities, action plans) and present to Board of directors for approval.
2. Consider and make recommendations to the Board regarding relevant matters of public policy that are considered important for the Hospital's advocacy program/Strategy
3. Analyze public policy trends and make recommendations to the Board regarding how the Hospital can anticipate and adjust to these trends
4. Prepare fact sheets and opinion papers for presentation at appropriate forums
5. Monitor key public policy issues that affect the Hospital's attainment of its mandate.
6. Recommend participation in coalitions and advocacy campaigns that relate to mission and programs of the Hospital
7. Review and amend all policies of the Hospital on an annual basis or as needed prior to approval by the full Board
8. Meetings of the committee will occur at least quarterly, or as otherwise necessary
9. Provide programmatic guidance and direction to the Hospital
10. Oversee the development, implementation and periodic review the Hospital's strategic plan
11. Monitor implementation of the Bureau's operational plans
12. Review major programmatic initiatives and ensure their consistency with the Hospital's mission and strategic objectives
13. Promote programmatic collaboration between the Hospital and outside organizations

### **Annex 3: Roles and Responsibilities of Nominating and Governance Committee**

1. The Board will appoint a Nominating and Governance Committee. The Nominating and Governance Committee shall have the mandate to:
  - Identify individuals qualified to become Board members
  - Recommend candidates to fill Board vacancies and newly created Board positions
  - Assess the effectiveness of the Board as a whole and individual Board members
  - Provide an orientation program for new recruits to the Board, and provide education to all Board members
  - Recommend the composition of Committees of the Board
2. The Nominating and Governance Committee will be comprised of no fewer than three members as appointed by the Board, upon recommendation of the Committee. The members will consist of the Chairman, plus two other directors.
3. Each Nominating and Governance Committee member will serve at the pleasure of the Board for such term as the Board may decide or until the Committee member is no longer a Board member.
4. The Nominating and Governance Committee will meet as frequently as necessary to carry out its responsibilities under this Board Manual, but in no event less than once per year.
5. The Committee Chair will be selected from among the Committee members, and will be responsible for calling the meetings of the Committee, establishing meeting agenda with input from Hospital management, and supervising the conduct of the meetings
6. At least a third of the Committee members will constitute a quorum for conducting business at a meeting of the Committee.
7. The Committee may request any officer or other employee of the Hospital, or any representative of the Hospital's legal counsel or other advisors, to attend meetings or to meet with any members or representatives of the Committee.
8. In recommending candidates to the Board or committees of the Board, the Nominating Committee shall consider such factors as it deems appropriate, including potential conflicts of interest, professional experience, personal character, diversity,

outside commitments (including service on other Boards or committees) and particular areas of expertise.

9. The Committee will make recommendations to the Board regarding the composition and the appropriate size of the Board.
10. The Committee will provide, with the assistance of the Hospital management, suitable programs for the orientation of new Board members and the continuing education of incumbent Board members, which include, among other things, reviewing background material, strategic plan of the Hospital and meeting with Senior Hospital Management Team.

## Annex 4: Sample Board Member Code of Conduct

The Hospital Board members are committed to governance excellence and supporting a culture of shared accountability. Board members are called upon to contribute their time, thought, and energy to support the viability of the Hospital. The following code outlines expectations for all Board members.

1. **Support Hospital's mission:** Understand and advocate for the Hospital's mission and become knowledgeable about the Hospital's programs
2. **Attendance:** Attend Board meetings and related meetings of committees and task forces on which the individual serves, as well as, retreats and educational programs. Members are encouraged to attend staff recognition events and participate in philanthropic activities.
3. **Compliance:** Understand and follow the Board bylaws.
4. **Conflicts of Interest:** Avoid conflicts of interest, understand and follow the Hospital's Conflicts of Interest policies. If conflicts arise between a Board member's personal interests and his/her obligations to act, he/she should disclose the conflict and refrain from acting on the affected issues.
5. **Confidentiality:** Protect the confidentiality of information with regard to Board session deliberations, policy discussions, relationships with other organizations, personnel matters, financial information etc.
6. **Fairness:** Apply the same ethical standards to every Board member and act in ways that does not provide inappropriate advantages or disadvantages to any party.
7. **Honesty:** Present all of the relevant facts and information.
8. **Representation:** Any requests by media to speak with Board members should be directed to the Board Chairperson. The Board Chair will advise the Medical Director. The Board Chairperson is the only board member who speaks publicly on behalf of the Board.
9. **Preparation:** Review agenda materials in advance of meetings. Commit sufficient time and energy to fulfill the expectations of the role.

10. **Stay current:** Be aware of health policy issues and health industry trends. Strive to learn, grow and increase contribution to board through ongoing study, attending training and orientation sessions, participation in meetings and retreats, etc.
11. **Focus on Board as a whole:** Once debate and discussion has been completed, individual members are expected to focus on the best interests of the Hospital as a whole and recognize the Board only functions as collective entity.
12. **Communication and Decision Making:** Participate in rational, informed deliberations by considering reliable information, thinking critically, asking good questions and respecting diverse points of view, in order to reach decision on the merits that are in the best interests of the hospital.
13. **Evaluation:** Participate in the process to conduct the Medical Director's annual performance evaluation. Provide thoughtful counsel, constructive comments and accurate, honest evaluations of performance. Participate in self-evaluations, overall board assessments, and monthly meeting evaluations.
14. **Conduct:** Adhere to the highest standards of personal and professional behavior so as to reflect favorably on the Hospital. Embody the organizational core values and the principles outlined in the strategic plan and other relevant documents.

## Annex 5: Organizational Structure



