

### **Expectations of the Board as Whole**

The overarching obligation of the board of Missouri Foundation for Health is to ensure that the Foundation's resources and capacities are deployed in ways that benefit and advance the mission of the Foundation, and to ensure that all decisions made are for the overall good of the Foundation and are consistent with its mission and values. As the highest leadership body of the Foundation and to satisfy its fiduciary duties, the board is responsible for:

- Determining the mission, values and purposes of the organization
- Strategic and organizational planning
- Ensuring strong fiduciary oversight and financial management
- Enhancing Missouri Foundation for Health's public image
- Selecting and evaluating the performance of the CEO
- Assessing its own performance as the governing body of Missouri Foundation for Health

Board members are expected to keep in mind the purpose, mission, core values and operating principles of the Foundation as they make decisions affecting the Foundation and the communities it serves.

#### Purpose:

Missouri Foundation for Health is a public benefit corporation established with the purpose to:

- Identify and fill the gaps in the myriad of public and private health services already available to the uninsured and underinsured in the 84 counties (plus the city of St. Louis) comprising the former service area of Blue Cross and Blue Shield of Missouri (the "Foundation Region").
- Identify and address unmet health needs in the underserved populations of the Foundation Region as to which the Corporation can have a significant and objectively verifiable impact; and
- Identify and fund health program opportunities in the Foundation Region that can maximize the limited resources of the Corporation for the greatest possible effect upon the communities it serves.

When appropriate in carrying out these purposes, the Corporation may apply a broad definition of health.

#### Mission:

Our mission is to improve the health and well-being of individuals and communities most in need.

#### Core Values:

- **Equity.** We believe that health is a fundamental human right and that achieving equity is our collective responsibility. We are committed to eliminating disparities within all aspects of health and addressing the social and economic factors that shape health outcomes.

- Integrity. We value the trust of the individuals and communities we serve and earn that trust through a culture of ethical conduct and transparency.
- Humility. We recognize the dignity of all people and embrace the fact that some of our greatest ideas and feedback are generated from the communities we serve. We possess an openness and curiosity to listen, learn, develop solutions, and self-reflect.
- Commitment. We are passionate about creating meaningful change and understand this requires a sense of urgency combined with dedication, risk-taking and strategy.

#### Operating Principals

- Foundation programs and grants will support activities that aim to achieve objectively measurable improvements in the health of Missouri's citizens, particularly the health of underserved populations.
- Foundation programs and grants will supplement and not supplant the activities of established governmental and non-governmental health programs.
- Health program initiatives will be designed with the flexibility to incorporate ongoing community input and collaboration in the definition and implementation. The flexibility will permit small grants as well as larger, longer term grants, and will permit funding existing as well as new community programs.
- The Foundation will incorporate population-based vital statistics and other health indicators relevant to local communities in its strategic decision-making and funding priorities.
- The Foundation will seek opportunities to collaborate with other foundations as well as public and private organizations in the pursuit of its health-related purposes and goals.
- The Foundation will follow the best practices of foundation management, including but not limited to periodic board self-assessment, education of board members, annual financial audits, and full conflict of interest disclosure.
- The Foundation will from time to time establish multi-year health program initiatives based on a systematic strategic planning process.

#### **Commitment to Function as a Board**

All authority is held by the board as a whole. While individual board members contribute to the work of the board, they do not have individual authority to act on behalf of the Foundation or bind it in any way.

- The board will operate under and foster a sense of group responsibility, recognizing that individuals bring to the board a variety of experience, knowledge and skills that enhance its ability to govern. Ongoing professional development of the board is a priority.

- The board encourages open expression of opinions and perspectives. Once a decision is made by the board, the board will speak publicly with one unified voice in the best interests of the Foundation.

### **Legal Duties of Board Members**

Nonprofit board members are bound by the ethical duties of care, loyalty and obedience.

#### Duty of Care

Board members must be active participants in making the decisions that steer the Foundation. Board members must dedicate time and energy to informing themselves of the facts, requesting that the Board seek expert advice as necessary, and doing the appropriate analysis before making decisions on behalf of the Foundation.

#### Duty of Loyalty

Board members must act solely in the Foundation's best interests, abiding by the Conflict of Interest Policy and maintaining confidentiality. Board members will act in a manner that benefits the people and communities of the Foundation's service region as a whole and not any sub-group thereof based on factors such as geography, partisan politics, religion or creed.

#### Duty of Obedience

Board members are responsible for ensuring the Foundation carries out its stated mission. Board members may not approve an action by the Foundation that violates its governing documents or federal, state or local laws.

### **General Expectations of Individual Board Members**

Each individual board member is expected to:

- Know the Foundation's mission, programs and needs.
- Follow the Foundation's bylaws, policies and board resolutions.
- Sign an annual conflict of interest disclosure and update it during the year if necessary.
- Maintain confidentiality about all internal matters of the Foundation.
- Regularly read and understand the Foundation's financial statements.
- Serve as active ambassadors and advocates for the Foundation.
- Fully support decisions of the board and its committees.
- Prepare for, attend and conscientiously participate in board and assigned committee meetings.
- Exercise independent judgement in considering matters before the board and its committees.

- Communicate with candor and tact, helping the board to manage conflict constructively.
- Encourage other directors to contribute to board discussions, and to listen to and demonstrate respect for the opinions of others.
- Participate fully on two or more assigned committees.
- Participate in at least one educational conference, symposia or learning opportunity connected to the Foundation’s work per term of service. The Foundation encourages annual participation in such events and will cover expenses for participating in one such event per year.

### **Meeting and Committee Attendance Expectations**

- 100% participation in all regularly scheduled and specially-called meetings of the board and assigned committees is encouraged. More than 3 unexcused absences from a combination of meetings of the Board and of any assigned committees, or a pattern of unexcused absences which meaningfully and negatively impacts the work of the Board or committees may constitute good cause for removal from the board.
- If a director is unable to attend a board or committee meeting, he or she should notify the CEO and/or committee chairperson in advance. Excused absences are granted for emergencies, illness or injury, previously scheduled travel, and work or family obligations.
- Tele- and/or video-conference attendance is available for most Board and committee meetings.

### **Board Composition, Tenure and Meetings**

Number of Board Members: 15. The Chief Executive Officer and the Chairperson of the Community Advisory Council serve as ex-officio, non-voting members of the Board.

Term of Office: Length of term is 3 years. Directors may serve 2 consecutive 3-year terms.

Frequency of Meetings:

The Board regularly meets 6 times per year in January, March, June, July, September and December. Meetings are generally held at the Foundation’s headquarters, with the July meeting held “in the field” outside of the St. Louis area.

Board committees generally meet 4 – 6 times per year.