



# Governance Board Expectations Summary

January 2018

## Primary Board Responsibility

The board collectively shall have authority, power and discretion to manage and control the business, affairs and properties of the Company and to perform all other acts or activities customary or incident to the management of the Company in the ordinary course of its business, subject to only the limitations provided in the LLC Operating Agreement.

## Individual Board Director Responsibilities

### 1. Fiduciary Responsibility

Every director shall bear a fiduciary responsibility to CPAA and shall perform the duties of a director, in good faith; in a manner such that the director believes to be in the best interests of the CPAA; and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

### 2. Board Eligibility

A director must have decision-making authority within their organization (except for directors from potentially non-organizational sectors, i.e. Consumer or At Large). While not a requirement in initial nomination, consideration should be given to those who are currently active with the CPAA through council meetings, support team meetings, work group meetings, committee meetings, or local forums. The director's organization must provide services in at least one of CPAA's counties (Cowlitz, Grays Harbor, Lewis, Mason, Pacific, Thurston, or Wahkiakum) unless applying for the consumer or Medicaid beneficiary director seat. The person who fills the Medicaid beneficiary seat must reside in the 7-county region.

### 3. Participation Requirements

Directors will serve at least 2-year terms and are expected to attend at least 50% of council and board meetings. These meetings occur monthly.

### 4. Conflicts of Interest

A director will identify conflicts of interest and be transparent about those conflicts.



### Open CPAA Director Seats

Open CPAA Director Seats	# of Directors
<b>Consumer or Medicaid Beneficiary</b>	1
<b>At Large – Wahkiakum</b>	1

### Board Skill Set Considerations

✓ Advocacy	✓ Fund Development	✓ Program Development
✓ Communications/Media	✓ Lived Experiences	✓ Sector Expertise
✓ Community Engagement	✓ Legal	✓ Stakeholder Engagement
✓ Data Analysis	✓ Personnel Management	✓ Strategic Planning
✓ Finance	✓ Policy Development	✓ Technology

### Important Information

Send completed applications to Laura Spoor, [spoorl@crhn.org](mailto:spoorl@crhn.org). If you have any questions, please call 360.539.7576 ext. 125.

**Applications due February 1, 2018.**