

BOARD AUTHORITY

Primary Reviewer: Governance/Administrative Expert
Secondary Reviewer: N/A

Authority: Section 330(k)(3)(H) of the Public Health Service (PHS) Act; 42 CFR 51c.303(i), 42 CFR 56.303(i), 42 CFR 51c.304(d), and 42 CFR 56.304(d); and 45 CFR 75.507(b)(2)

Related Considerations

Document Checklist for Health Center Staff

- Health center organization chart(s) with names of key management staff.
- Corporate organization chart(s) (only applicable for public agencies or for organizations with a parent or subsidiary).
- Articles of Incorporation.
- Bylaws (if updated since last application submission to HRSA).
- Co-applicant agreement (if applicable) (if updated since last application submission to HRSA).
- Position description for the Project Director/CEO.
- Board calendar or other related scheduling documents for most recent 12 months.
- Board agendas and minutes for:
 - Most recent 12 months.
 - Any other relevant meetings from the past 3 years that demonstrate board authorities were explicitly exercised, including approving key policies on:
 - Sliding Fee Discount Program;
 - Quality Improvement/Assurance Program;
 - Billing and Collections (policy for waiving or reducing patient fees and if applicable, refusal to pay);
 - Financial Management and Accounting Systems; and
 - Personnel.
- Sample board packets from two board meetings from within the past 12 months.
- Board committee minutes OR committee documents from the past 12 months.
- Strategic plan or long term planning documents within the past 3 years.
- Most recent evaluation of Project Director/CEO.
- Project Director/CEO employment agreement (for the purposes of provisions regarding Project Director/CEO selection, evaluation, and dismissal or termination).
- Agreements with parent corporation, affiliate, subsidiary, or subrecipient organization (if applicable).
- Collaborative or contractual agreements with outside entities that may impact the health center board's authorities or functions.

Demonstrating Compliance

1. Is the health center operated by an Indian tribe, tribal group, or Indian organization under the Indian Self-Determination Act or an Urban Indian Organization under the Indian Health Care Improvement Act? ¹
 YES NO

NOTE: IF “YES” WAS SELECTED, NONE OF THE QUESTIONS FOR ANY OF THE ELEMENTS IN THE BOARD AUTHORITY SECTION ARE APPLICABLE.

Element a: Maintenance of Board Authority Over Health Center Project

The health center’s organizational structure, articles of incorporation, bylaws, and other relevant documents ensure the health center governing board maintains the authority for oversight of the Health Center Program project, specifically:

- The organizational structure and documents do not allow for any other individual, entity or committee (including, but not limited to, an executive committee authorized by the board) to reserve approval authority or have veto power over the health center board with regard to the required authorities and functions;²
- In cases where a health center collaborates with other entities in fulfilling the health center’s HRSA-approved [scope of project](#), such collaboration or agreements with the other entities do not restrict or infringe upon the health center board’s required authorities and functions; and
- For public agencies with a [co-applicant](#) board,³ the health center has a co-applicant agreement that delegates the required authorities and functions to the co-applicant board and delineates the roles and responsibilities of the public agency and the co-applicant in carrying out the Health Center Program project.

Site Visit Team Methodology

- Review organizational chart(s) (health center project and, if applicable, corporate), articles of incorporation, bylaws, and other relevant corporate or governing documents.
- Review health center’s current Forms 5A and 5B to determine current HRSA-approved scope of project.

¹ The governing board of a health center operated by Indian tribes, tribal groups, or Indian organizations under the Indian Self-Determination Act or Urban Indian Organizations under the Indian Health Care Improvement Act is exempt from the specific board authority requirements discussed in [Health Center Program Compliance Manual [Chapter 19: Board Authority](#)]. Section 330(k)(3)(H) of the PHS Act.

² This does not preclude an executive committee from taking actions on behalf of the board in emergencies, on which the full board will subsequently vote.

³ Public agencies are permitted to utilize a co-applicant governance structure for the purposes of meeting Health Center Program governance requirements. Public centers may be structured in one of two ways to meet the program requirements: 1) the public agency independently meets all the Health Center Program governance requirements based on the existing structure and vested authorities of the public agency’s governing board; or 2) together, the public agency and the co-applicant meet all Health Center Program requirements.

- Review any collaborative or contractual agreements with outside entities that may impact the health center board's authorities or functions.
- Review co-applicant agreement (if applicable).
- Review agreements with parent corporation, affiliate, subsidiary, or subrecipient organization (if applicable).

Site Visit Findings

In responding to the question(s) below, please note:

In a public agency/co-applicant health center arrangement, the public agency is not considered to be an outside entity as it is the award recipient.

2. Do health center documents and agreements confirm that:
- o No other individual, entity, or committee (including, but not limited to, an executive committee authorized by the board) reserves or has approval/veto power over the health center board with regard to the required authorities and functions?
 YES NO
 - o The health center's collaborations or agreements with other entities do not restrict or infringe upon the health center board's required authorities and functions?
 YES NO

If No was selected for any of the above, an explanation is required:

3. **For public agencies with a co-applicant board:** Does the health center have a co-applicant agreement that:
- o Delegates the required authorities and functions to the co-applicant board?
 YES NO NOT APPLICABLE
 - o Delineates the required roles and responsibilities of the public agency and the co-applicant in carrying out the health center project?
 YES NO NOT APPLICABLE

If No was selected for either of the above, an explanation is required:

Element b: Required Authorities and Responsibilities

The health center's articles of incorporation, bylaws, or other relevant documents outline the following required authorities and responsibilities of the governing board:

- Holding monthly meetings;^{4,5}
- Approving the selection (and termination or dismissal, as appropriate) of the health center's Project Director/CEO;
- Approving the annual Health Center Program project budget and applications;
- Approving health center services and the location and hours of operation of health center sites;
- Evaluating the performance of the health center;
- Establishing or adopting policy⁶ related to the operations of the health center; and
- Assuring the health center operates in compliance with applicable federal, state, and local laws and regulations.

Site Visit Team Methodology

- Review the health center's articles of incorporation, bylaws, and other relevant corporate or governing documents.
- Review co-applicant agreement (if applicable).

Site Visit Findings

4. Do the health center's articles of incorporation, bylaws (either for the health center board or, if applicable, the co-applicant health center board), or other corporate documents (for example, co-applicant agreement) outline the following required health center authorities and responsibilities:
 - Holding monthly meetings?
 YES NO
 - Approving the selection (and termination or dismissal, as appropriate) of the health center's Project Director/CEO?
 YES NO
 - Approving the health center's annual budget and applications?
 YES NO
 - Approving health center services and the location and hours of operation of health center sites?
 YES NO

⁴ Where geography or other circumstances make monthly, in-person participation in board meetings burdensome, monthly meetings may be conducted by telephone or other means of electronic communication where all parties can both listen and speak to all other parties.

⁵ Boards of organizations receiving a Health Center Program award/designation only under [section 330\(g\)](#) may meet less than once a month during periods of the year, as specified in the bylaws, where monthly meetings are not practical due to health center patient migration out of the area. 42 CFR 56.304(d)(2).

⁶ The governing board of a health center is generally responsible for establishing and/or approving policies that govern health center operations, while the health center's staff is generally responsible for implementing and ensuring adherence to these policies (including through operating procedures).

- Evaluating the performance of the health center?
 YES NO
- Establishing or adopting policy related to the operations of the health center?
 YES NO
- Assuring the health center operates in compliance with applicable federal, state, and local laws and regulations?
 YES NO

If No was selected for any of the above, an explanation is required, including specifying which authorities/responsibilities are not addressed in such documents:

Element c: Exercising Required Authorities and Responsibilities

The health center's board minutes and other relevant documents confirm that the board exercises, without restriction, the following authorities and functions:

- Holding monthly meetings where a quorum is present to ensure the board has the ability to exercise its required authorities and functions;
- Approving the selection, evaluation and, if necessary, the dismissal or termination of the Project Director/CEO from the Health Center Program project;
- Approving applications related to the Health Center Program project, including approving the annual budget, which outlines the proposed uses of both Health Center Program award and non-federal resources and revenue;
- Approving the Health Center Program project's sites, hours of operation and services, including decisions to subaward or contract for a substantial portion of the health center's services;
- Monitoring the financial status of the health center, including reviewing the results of the annual audit, and ensuring appropriate follow-up actions are taken;
- Conducting long-range/strategic planning at least once every 3 years, which at a minimum addresses financial management and capital expenditure needs; and
- Evaluating the performance of the health center based on quality assurance/quality improvement assessments and other information received from health center management,⁷ and ensuring appropriate follow-up actions are taken regarding:
 - Achievement of project objectives;
 - Service utilization patterns;
 - Quality of care;
 - Efficiency and effectiveness of the center; and
 - Patient satisfaction, including addressing any patient grievances.

⁷ For more information related to the production of reports associated with these topics, see [Health Center Program Compliance Manual] [Chapter 18: Program Monitoring and Data Reporting Systems](#), [Chapter 15: Financial Management and Accounting Systems](#), and [Chapter 10: Quality Improvement/Assurance](#).

Site Visit Team Methodology

- Interview Project Director/CEO regarding board roles and responsibilities (for example evaluating health center performance, approving applications, conducting long-range planning, process for evaluating health center policies).
- Interview board (co-applicant board in the case of a public agency-co-applicant model) regarding how it carries out board functions, specifically:
 - o How Project Director/CEO reports to the board.
 - o Board roles and responsibilities (for example evaluating health center performance, approving applications, conducting long-range planning, process for evaluating health center policies).

Note: *The goal is to interview a majority of board members as a group. If this is not possible, interview officers and at least one patient member. If group interview is not possible, interview individually.*

- If conducting a review for a public agency health center, interview relevant public agency staff (for example, leadership, staff within the unit of the public agency related to the health center project) about their various roles and responsibilities.
- Review board calendar or other related scheduling documents for most recent 12 months.
- Review board agendas and minutes for most recent 12 months and any other relevant meeting minutes from the past 3 years that demonstrate board authorities were explicitly exercised.
- Review any relevant board committee minutes OR committee documents for most recent 12 months that support board functions and activities.
- Review sample of board packets from two board meetings from within the past 12 months.
- Review strategic planning or related documents from within the past 3 years.
- Review most recent Project Director/CEO evaluation documentation.
- Review the position description and employment agreement for the Project Director/CEO.

Site Visit Findings

5. Do board minutes document that the board met monthly for the past 12 months and had a quorum (quorum is determined by the health center) present that enabled the board to carry out its required authorities and functions?
- YES NO

If No, an explanation is required:

6. Based on your review of board minutes, board agendas, other relevant documents, and interviews conducted with the Project Director/CEO and board members, were there examples of how the board exercises the following authorities and functions:

- o Approving the selection of, evaluating, and, if necessary, approving the dismissal or termination of the Project Director/CEO from the health center project?

YES NO

- o Approving applications related to the health center project, including approving the annual budget, which outlines the proposed uses of both federal Health Center Program award and non-federal resources and revenue?

YES NO

- Approving the health center project's sites, hours of operation, and services, including (if applicable) decisions to subaward or contract for a substantial portion of the health center's services?
 YES NO
- Monitoring the financial status of the health center, including reviewing the results of the annual audit and ensuring appropriate follow-up actions are taken?
 YES NO
- Conducting long-range/strategic planning at least once every 3 years, which at a minimum addresses financial management and capital expenditure needs?
 YES NO

If No was selected for any of the above, an explanation is required, including specifying any restrictions on the board in carrying out these authorities and functions:

7. Based on your review of board minutes, board agendas, other relevant documents, and interviews conducted with the Project Director/CEO and board members, were there examples of how the board evaluates the performance of the health center based on quality assurance/quality improvement assessments and other information received from health center management?
 YES NO

If No, an explanation is required:

8. **If Yes:** Based on these performance evaluations, were there also examples of follow-up actions reported back to the board regarding:

Note: Only select "Not Applicable" for an item below if follow-up action was not necessary.

- Achievement of project objectives?
 YES NO NOT APPLICABLE
- Service utilization patterns?
 YES NO NOT APPLICABLE
- Quality of care?
 YES NO NOT APPLICABLE
- Efficiency and effectiveness of the center?
 YES NO NOT APPLICABLE
- Patient satisfaction, including addressing any patient grievances?
 YES NO NOT APPLICABLE

If No OR Not Applicable was selected for any of the above, an explanation is required:

Element d: Adopting, Evaluating, and Updating Health Center Policies

The health center board has adopted, evaluated at least once every 3 years, and, as needed, approved updates to policies in the following areas: [Sliding Fee Discount Program \(SFDP\)](#), [Quality Improvement/Assurance](#), and [Billing and Collections](#).⁸

Site Visit Team Methodology

- Review board minutes from the past 3 years to confirm that the board has reviewed and, if needed, approved updates to the following policies:
 - o SFDP;
 - o Quality Improvement/Assurance Program; and
 - o Billing and Collections (policy for waiving or reducing patient fees and, if applicable, refusal to pay).
- Interview same board members as previously identified regarding the board's evaluation of the health center's SFDP, quality improvement/assurance program, and billing and collections policies and any related updates.

Site Visit Findings

9. Within the last 3 years, has the board adopted or evaluated health center policies in the following areas:
- o SFDP?
 YES NO
 - o Quality Improvement/Assurance Program?
 YES NO
 - o Billing and Collections (policy for waiving or reducing patient fees and, if applicable, refusal to pay)?
 YES NO

If No was selected for any of the above, an explanation is required:

10. Was the health center able to provide one to two examples, if applicable, of how it has modified or updated its policies as a result of these evaluations?
- YES NO NOT APPLICABLE

If No OR Not Applicable, an explanation is required:

⁸ Policies related to billing and collections that require board approval include those that address the waiving or reducing of amounts owed by patients due to inability to pay, and, if applicable, those that limit or deny services due to refusal to pay.

Element e: Adopting, Evaluating, and Updating Financial and Personnel Policies

The health center board has adopted, evaluated at least once every 3 years, and, as needed, approved updates to policies that support financial management and accounting systems and personnel policies. However, in cases where a public agency is the [recipient](#) of the Health Center Program federal award or designation and has established a co-applicant structure, the public agency may establish and retain the authority to adopt and approve policies that support financial management and accounting systems and personnel policies.

Site Visit Team Methodology

- Review board minutes from the past 3 years to confirm that the board has reviewed and, if needed, approved updates to the following policies:
 - o Financial Management and Accounting Systems; and
 - o Personnel.
- Interview same board members as previously identified regarding their process for evaluating financial management and accounting systems and personnel policies.
- Review the co-applicant agreement to determine if the public agency retains authority for adopting and approving personnel and financial management policies (if applicable; ONLY if conducting a site visit for a public agency health center with a co-applicant board).

Site Visit Findings

In responding to the question(s) below, please note:

The content and extent of a health center's financial management and personnel policies may vary. For example, some financial management policies may address procurement, but the lack thereof does not indicate non-compliance. Assessing compliance with respect to procurement procedures is addressed in [Contracts and Subawards](#).

11. Within the last 3 years, has the board evaluated health center policies that support the following areas:

- o Financial management and accounting systems?
 YES NO NOT APPLICABLE
- o Personnel?
 YES NO NOT APPLICABLE

Note: For health centers where the public agency retains the authority to adopt and approve the policies listed, select "Not Applicable" for the above questions.

If No was selected for any of the above, an explanation is required:

BOARD COMPOSITION

Primary Reviewer: Governance/Administrative Expert
Secondary Reviewer: N/A

Authority: Section 330(k)(3)(H) of the Public Health Service (PHS) Act; and 42 CFR 51c.304 and 42 CFR 56.304

[Related Considerations](#)

Document Checklist for Health Center Staff

- Health center organization chart(s) with names of key management staff.
- Corporate organization chart(s) (only applicable for public agencies or for organizations with a parent or subsidiary).
- Updated [Form 6A](#) or Board Roster (if board composition has changed since last application submission to HRSA).
- Articles of Incorporation.
- Bylaws (if updated since last application submission to HRSA).
- Co-applicant agreement (if applicable) (if updated since last application submission to HRSA).
- Documentation regarding board member representation (for example, applications, bios, disclosure forms).
- Billing records from within the past 24 months to verify board member patient status.
- For health centers with approved waivers, examples of the use of special populations input (for example, board minutes, board meeting handouts, board packets).

Demonstrating Compliance

1. Is the health center operated by an Indian tribe, tribal group, or Indian organization under the Indian Self-Determination Act or an Urban Indian Organization under the Indian Health Care Improvement Act?¹
 YES NO

NOTE: IF “YES” WAS SELECTED, NONE OF THE QUESTIONS FOR ANY OF THE ELEMENTS IN THE BOARD COMPOSITION SECTION ARE APPLICABLE.

¹ The governing board of a health center operated by Indian tribes, tribal groups, or Indian organizations under the Indian Self-Determination Act or Urban Indian Organizations under the Indian Health Care Improvement Act is exempt from the specific board composition requirements discussed in [the [Health Center Program Compliance Manual](#)]. Section 330(k)(3)(H) of the PHS Act.

Element a: Board Member Selection and Removal Process

The health center has bylaws or other relevant documents that specify the process for ongoing selection and removal of board members. This board member selection and removal process does not permit any other entity, committee or individual (other than the board) to select either the board chair or the majority of health center board members,² including a majority of the non-patient board members.³

Site Visit Team Methodology

- Review organizational chart(s) (health center project and, if applicable, corporate), articles of incorporation, bylaws, or other relevant corporate or governing documents and co-applicant agreement (if applicable).

Note: Bylaw provisions regarding composition are to be assessed for compliance with Health Center Program requirements as noted in the Health Center Program Compliance Manual and are not to be assessed beyond those requirements.

Site Visit Findings

2. Do the bylaws or other documentation specify an ongoing selection and removal process for board members?

YES NO

If No, an explanation is required:

3. Do the bylaws or other documentation confirm that the health center board selects or removes its own members without any limitations? Specifically, the health center board has no limitations in selecting or removing any of the following:

- o The board chair?

YES NO

- o The majority of health center board members?

YES NO

- o The majority of the non-patient board members?

YES NO

If No was selected for any of the above, an explanation is required describing how the health center board is limited in its board member selection or removal process:

² An outside entity may only remove a board member who has been selected by that entity as an organizational representative to the governing board.

³ For example, if the health center has an agreement with another organization, the agreement does not permit that organization to select either the chair or a majority of the health center board.

Element b: Required Board Composition

The health center has bylaws or other relevant documents that require the board to be composed⁴ as follows:

- Board size is at least 9 and no more than 25 members,⁵ with either a specific number or a range of board members prescribed;
- At least 51 percent of board members are patients served by the health center. For the purposes of board composition, a patient is an individual who has received at least one service in the past 24 months that generated a health center visit, where both the service and the [site](#) where the service was received are within the HRSA-approved [scope of project](#);
- Patient members of the board, as a group, represent the individuals who are served by the health center in terms of demographic factors, such as race, ethnicity, and gender;
- Non-patient members are representative of the community served by the health center or the health center's [service area](#);
- Non-patient members are selected to provide relevant expertise and skills such as:
 - Community affairs;
 - Local government;
 - Finance and banking;
 - Legal affairs;
 - Trade unions and other commercial and industrial concerns; and
 - Social services;
- No more than one-half of non-patient board members derive more than 10 percent of their annual income from the health care industry;⁶ and
- Health center employees^{7,8,9} and immediate family members (i.e., spouses, children, parents, or siblings through blood, adoption, or marriage) of employees may not be health center board members.

⁴ For public agencies that elect to have a [co-applicant](#), these board composition requirements apply to the co-applicant board.

⁵ For the purposes of the Health Center Program, the term “board member” refers only to voting members of the board.

⁶ Per the regulations in 42 CFR 56.304, for health centers awarded/designated solely under [section 330\(g\)](#) of the PHS Act, no more than [two-thirds](#) of the non-patient board members may derive more than 10 percent of their annual income from the health care industry.

⁷ For the purposes of health center board composition, an employee of the health center would include an individual who would be considered a “common-law employee” or “statutory employee” according to the Internal Revenue Service (IRS) criteria, as well as an individual who would be considered an employee for state or local law purposes.

⁸ In the case of public agencies with co-applicant boards, this includes employees or immediate family members of either the co-applicant organization or the public agency component in which the Health Center Program project is located (for example, department, division, or sub-agency within the public agency).

⁹ While no board member may be an employee of the health center, 42 CFR 51c.107 permits the health center to use [federal award](#) funds to reimburse board members for these limited purposes: 1) reasonable expenses actually incurred by reason of their participation in board activities (for example, transportation to board meetings, childcare during board meetings); or 2) wages lost by reason of participation in the

Site Visit Team Methodology

- Review the health center articles of incorporation, bylaws, or other relevant corporate or governing documents and co-applicant agreement (if applicable).

Site Visit Findings

4. Do the bylaws or other corporate or governing documentation include provisions that ensure:
- Board size is at least 9 and no more than 25 members, with either a specific number or a range of board members prescribed?
 YES NO
 - At least 51 percent of board members are patients served by the health center?

Note: Select "Not Applicable" only if the health center has an approved waiver.
 YES NO NOT APPLICABLE
 - Patient members of the board, as a group, represent the individuals who are served by the health center in terms of demographic factors, such as race, ethnicity, and gender?
 YES NO
 - Non-patient members are representative of the community served by the health center or the health center's service area?
 YES NO
 - Non-patient members are selected to provide relevant expertise and skills such as community affairs, local government, finance and banking, legal affairs, trade unions and other commercial and industrial concerns, and social services?
 YES NO
 - No more than one-half of non-patient board members derive more than 10 percent of their annual income from the health care industry?¹⁰
 YES NO

activities of such board members if the member is from a family with an annual family income less than \$10,000 or if the member is a single person with an annual income less than \$7,000. For section 330(g)-only awarded/designated health centers, 42 CFR 56.108 permits the use of grant funds for certain limited reimbursement of board members as follows: 1) for reasonable expenses actually incurred by reason of their participation in board activities (for example, transportation to board meetings, childcare during board meetings); 2) for wages lost by reason of participation in the activities of such board members. Health centers may wish to consult with their legal counsel and auditor on applicable state law regarding reimbursement restrictions for non-profit board members and implications for IRS tax-exempt status.

¹⁰ Per the regulations in 42 CFR 56.304, for health centers awarded/designated solely under section 330(g) of the PHS Act, no more than two-thirds of the non-patient board members may derive more than 10 percent of their annual income from the health care industry.