Group Health Cooperative Board of Trustees

Trustee Job Description

As Group Health Cooperative’s elected governing body, the 11-member Board of Trustees is legally responsible by statute, and its Articles of Incorporation and Bylaws, for establishing, guiding, and assessing the overall direction and performance of Group Health.

Eligibility:
Trustees must be enrolled in a Group Health medical plan and be registered as a voting member of the Cooperative. Trustees cannot be employees of Group Health or of any entity providing professional services on behalf of Group Health, or a person providing professional services to Group Health.

Length of term:
Three years, which may be renewed up to a maximum of three consecutive terms if elected by the Membership.

Major Board responsibilities include:

- Hire the CEO, provide guidance and support as needed, and evaluate performance.
- Oversight of long-range strategic direction for the enterprise that establishes direction, goals, and policies to guide management:
  - In consultation with management, study the external environment and direct management to develop appropriate long-range strategic direction.
  - Approve the long-range strategic plan and annual business, operating, and capital plans.
  - Hold management accountable for plan implementation and performance through a check and adjust process.
- Oversight of the enterprise’s operating and financial performance.
- Oversight of quality, which includes clinical quality, service, and safety performance.
- Advise senior management in carrying out the enterprise’s mission.
- Oversight and approval of member governance documents, policies, and procedures.
- Elect officers of the Cooperative.
- Develop, implement, and monitor the executive compensation program.
- Develop and oversee CEO and senior management succession planning.
- Evaluate Board performance.
- Establish a Board committee structure and delegate the Board’s work to committees as appropriate.
- Monitor ethical, legal, and audit compliance and assess business risks.
- In addition to serving as the Group Health Cooperative Board of Trustees, trustees also serve as directors of Group Health Options, Inc. In addition, because Group Health is the Shareholder of Group Health Options, Inc., and the Member of KPS Health Plans and the Group Health Foundation, the Group Health Board occasionally convenes to conduct business as the owner of these subsidiary corporations.

**Trustee qualifications:**
- Ability to provide wise, strategic, ethical, and independent counsel on a range of complex business issues and decisions even when it means taking a tough position.
- Proven leadership, facilitation, and collaboration skills with a demonstrated capacity to serve in a future Board leadership role.
- Strong team player with excellent interpersonal and communication skills.
- Sufficient time, interest, and loyalty to Group Health Cooperative for full engagement as a significant contributor to the Board.
- Financial/business acumen.
- Experience monitoring and supporting organizational change. Ability to function well as part of a group; be an effective team member and ask well thought-out, tough questions.
- Previous board experience.
- Knowledge of health care issues, health care delivery systems, and insurance.
- Commitment to cooperative values and knowledge or understanding of Group Health consumer participation.
- Other exceptional knowledge/background that will allow the candidate to make a special contribution to the Group Health Board.
- From time to time, the Standing Nominating Committee may recruit for and give special consideration to trustee applicants who meet additional priority qualifications identified for a specific recruitment cycle.

_The Standing Nominating Committee will consider the above key qualifications and personal attributes during the candidate nomination process, along with work/volunteer experience and educational background. While they are desirable, in some measure, in all Board members no one person is expected to have exceptional competency in every one of them. Collectively the Board should exhibit strength in all of these areas._

**Expectations of trustees:**
- Support the Cooperative’s purpose, mission, and values.
- Avoid conflicts of interest. When unavoidable, disclose actual, perceived, and potential conflicts and follow Board policies for abstaining from discussion and voting.
- Respect the confidentiality of Board deliberations and information provided to the Board.
- Publicly support decisions made by the Board.
- Understand and honor the respective roles and responsibilities of the Board, CEO, Executive Leadership Team (ELT), and Group Health Physicians. Maintain appropriate professional and respectful relationships with staff. Make requests of management through ELT members and Governance Services staff.
- Understand and fulfill the Board’s legal responsibilities.
- Know the enterprise and its external environment well enough to assess the impact of Board decisions on the enterprise’s overall well-being.
• Serve on committees as appointed.
• Regularly attend and participate in meetings. Review advance meeting materials; come well-informed and prepared to share knowledge with Board colleagues, ask discerning questions, and discuss possible consequences of Board actions.
• Represent the Cooperative to key external groups and the media as requested.
• Participate in member advisory meeting discussions and member special events.
• Participate in major Group Health events.
• Work with the chair or vice chair of the Cooperative to identify areas for individual development and develop an annual plan to provide appropriate education and learning opportunities.
• Identify prospective Board candidates. Participate in the trustee succession planning process.
• Contribute financially to the Group Health Foundation as able.
• Inform the secretary of the Cooperative in a timely manner if no longer eligible to serve as a member of the Board.

Meetings and time commitment:
• Trustees spend an average of 25-35 hours per month fulfilling Board service responsibilities. Those trustees who are in leadership positions, who are in their first year of service, or who voluntarily assume a heavier assignment load typically average more hours per month.
• Board service time includes regular attendance and preparation time for:
  - Board meetings, retreats, study sessions, joint meetings with the Group Health Permanente Board, and meetings of committees to which appointed.
  - Annual membership meeting; typically held in October in Seattle.
  - Task forces and other ad hoc or special assignments as designated by the chair of the Cooperative.
• Board meetings are generally held 8 times per year. Most committees meet 4-7 times per year, depending on the committee. Current Board committees are:
  - Audit and Compliance
  - Compensation
  - Executive
  - Finance and Investment
  - Governance Committee
  - Quality
  - Cooperative Development

Financial considerations:
Current annual compensation for trustees is $22,500 annually, with those serving in Board leadership positions receiving additional compensation. Trustees also serve as the Group Health Options, Inc. Board of Directors and $250 is paid per Board meeting for attendance. A comprehensive medical plan benefit is available to trustees once they start their Board service.

Group Health indemnifies its trustees against financial harm incurred as a result of a trustee’s performance of duties as a member of the governing board.