

## Complete Healthcare Compliance Manual 2022 Board of Directors

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The board of directors is the accountable governing body that is responsible for overseeing the fiduciary assets and mission of the organization. It is the board that officially recognizes the need for a compliance program and authorizes its launch and implementation, including the hiring of a compliance officer. The Federal Sentencing Guidelines are very clear on the expected board commitment, stating that the governing authority (defined as the board of directors or the highest-level governing body of the organization) “shall be knowledgeable about the content and operation of the compliance and ethics program and shall exercise reasonable oversight with respect to the implementation and effectiveness of the compliance and ethics program.”<sup>[4]</sup>

The Office of Inspector General (OIG) believes that as a first step, a good faith and meaningful commitment to the seven elements on the part of the organization’s leadership, especially the governing body and the CEO, will substantially contribute to a program’s successful implementation.<sup>[5]</sup> Boards may also delegate compliance oversight duties to a board-level committee, such as the board compliance committee or board audit and compliance committee. These types of standing committees are especially prevalent in larger organizations. The CEO/president represents management and the directors who lead the organization on the board. Boards have independent director(s) that are not members of management. Having outside directors strengthens oversight.

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