RESOLUTIONS TO BE ADOPTED AT THE

MEETING OF THE BOARD OF DIRECTORS OF

**[ENTITY NAME]**

**[Note: These model resolutions must be revised to be consistent with each entity's Articles and By-Laws. The approvals and other procedural requirements addressed herein are common, but not universal. In addition, the format needs to be modified if this will be approved by unanimous consent of the Directors. This is drafted to be approved at a meeting of the Board of Directors. The term "Corporation" is used throughout, and will need to be revised depending on the legal structure of the entity.]**

 1. Delegation of Administrator Responsibilities. Adopted by a majority of directors in attendance at a duly noticed Board of Directors meeting at which a quorum exists.

 Upon motion duly made and seconded, it was:

 RESOLVED: Pursuant to Chapter 42 of the Code of Federal Regulations, Section 483.70(d)(2)(iii), that the Corporation hereby delegates the responsibility to provide reports and communications from the administrator of **[NAME OF FACILITY]** (the "Facility"), and to communicate to the administrator all pertinent information on behalf of the Board of Directors and hold the administrator accountable, to the **[Chief Executive Officer/Chief Operating Officer] ("[CEO/COO]")**.

 FURTHER RESOLVED: In the event of **[Insert types of problems and information that the administrator shall report directly to the Board of Directors. *E.g.* Survey results with a scope and severity of immediate jeopardy.]**, that the administrator shall provide promptly report to the **[CEO/COO]** and Board of Directors. **[Note: CMS guidance in the SOM Appendix PP at F837 that requires a facility to determine "what specific types of problems and information (i.e., survey results, allegations of abuse or neglect, complaints, etc.) are reported or not reported directly to the governing body (i.e., the Board of Directors). Although we realize that most administrators report to the CEO or COO rather than to the Board, there may be certain issues an organization desires for the administrator to report directly to the Board.]**

 FURTHER RESOLVED: That the administrator shall **[report/provide written reports]** to the **[CEO/COO]** on establishing and implementing policies regarding the management and operation of the Facility from time to time, as the **[CEO/COO]** deems appropriate, but at least **[monthly/bi-monthly]**.

 FURTHER RESOLVED: That the administrator shall conduct and document a facility wide assessment, at least annually or whenever there is any change that would require a substantial modification to any part of such assessment, to determine what resources are necessary to care for the Facility's residents competently during both day-to-day operations and emergencies and shall provide written reports regarding such facility assessments to the **[CEO/COO]**.

 FURTHER RESOLVED: That the **[CEO/COO]** shall report to the Board of Directors on a **[Insert Time Period]** basis regarding the administrator's execution of his or her duties and the establishment and implementation of policies regarding the management and operation of the Facility.

 \_\_\_\_\_\_\_\_\_\_ directors voted in favor of the above resolutions, \_\_\_\_\_\_\_ directors voted against the adoption of the above resolutions and \_\_\_\_\_\_\_\_ directors abstained from voting.

LeadingAge Wisconsin

Resolution Template Developed by the Association’s Legal Counsel:

John A. Kramp
Reinhart Boerner Van Deuren s.c.
1000 North Water Street, Suite 1700 | Milwaukee, WI 53202

Office: 414-298-8346 | Cell: 414-875-7253 | Fax: 414-298-8097
*jkramp@reinhartlaw.com*  | [bio](http://www.reinhartlaw.com/people/john-kramp/#overview) | [vCard](http://www.reinhartlaw.com/wp-content/themes/reinhartlaw/include/vcard.php?id=431) | [reinhartlaw.com](http://reinhartlaw.com/)

June 2018