

**AGENDA**  
**SPECIAL MEETING OF THE**  
**EL CAMINO HOSPITAL BOARD OF DIRECTORS**

**Wednesday, September 23, 2020 – 5:30pm**

El Camino Hospital | 2500 Grant Road Mountain View, CA 94040

PURSUANT TO STATE OF CALIFORNIA EXECUTIVE ORDER N-29-20 DATED MARCH 18, 2020, EL CAMINO HEALTH **WILL NOT BE PROVIDING A PHYSICAL LOCATION FOR THIS MEETING.** INSTEAD, THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION MEETING VIA TELECONFERENCE AT:

**1-669-900-9128, MEETING CODE: 369-007-4917#. No participant code. Just press #.**

**MISSION:** To heal, relieve suffering, and advance wellness as your publicly accountable health partner.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
<b>1. CALL TO ORDER/ROLL CALL</b>	Lanhee Chen, Board Chair		<b>5:30 – 5:31pm</b>
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Lanhee Chen, Board Chair		<b>information 5:31 – 5:32</b>
<b>3. FY20 BOARD AND COMMITTEE SELF-ASSESSMENT RESULTS</b> <a href="#"><u>ATTACHMENT 3</u></a>	Peter C. Fung, MD, Governance Committee Chair; Erica Osborne, Via Healthcare Consulting		<b>discussion 5:32 – 6:49</b>
<b>4. PROPOSED BOARD ACTION PLAN</b>	Erica Osborne, Via Healthcare Consulting	<i>public comment</i>	<b>possible motion 6:49 – 7:29</b>
<b>5. ADJOURNMENT</b>	Lanhee Chen, Board Chair	<i>public comment</i>	<b>motion required 7:29 – 7:30pm</b>

**Upcoming Regular Meetings:** October 14, 2020 November 11, 2020; December 9, 2020; February 10, 2021; March 10, 2021; April 7, 2021; May 12, 2021; June 9, 2021

**EL CAMINO HOSPITAL BOARD OF DIRECTORS  
BOARD MEETING MEMO**

**To:** ECH Board of Directors  
**From:** Erica Osborne, Via Healthcare Consulting  
**Date:** September 23, 2020  
**Subject:** Results of the El Camino Health 2020 Board and Committee Self-Assessment Surveys

**Purpose:**

Review and discuss the 2020 El Camino Health (ECH) Board and Committee Self-Assessment survey results.

**Summary:**

1. **Situation:** Via Healthcare was engaged to facilitate a comprehensive board and committee self-assessment process for ECH. It included two online surveys completed by board and committee members in July 2020. Board members were asked to evaluate the full board's performance. Committee members evaluated the overall performance of the specific committees they serve on. Responses were used to develop customized assessment reports and recommendations specific to the Board and each of its six Committees.
2. **Authority:** In accordance with ECH policies/practices, the Board conducts an annual self-assessment to evaluate performance and identify a list of enhancement actions to undertake to improve its effectiveness in the next year. The Board also is tasked with reviewing biennial self-assessment Committee results.
3. **Background:** Attached are the 2020 Board Self-Assessment Assessment Report (BSA) and the 2020 Committee Self-Assessment Executive Summary Report (CSA). Both include a summary of results and a set of proposed recommendations. The BSA also includes a year over year comparison of survey responses for 2019 and 2020 and a list of proposed education topics for FY21.

All ten Board members participated in the BSA for a response rate of 100%. 37 out of 44 committee members participated in the committee surveys for a response rate of 87%.

4. **Assessment:** Please see the executive summaries in attached reports.
5. **Other Reviews:** The ECH Governance Committee reviewed and discussed the results on August 4, 2020.
6. **Outcomes:** Both the Board and each Committee will identify a limited number of desired actions for further strengthening ECH's governance in the next year.

**List of Attachments:**

1. ECH 2020 DRAFT Board Self-Assessment Results
2. ECH 2020 DRAFT Committee Self-Assessment Results
3. September 23, 2020 slide presentation
4. Pre-reading articles:
  - *"Getting to the New Normal in Healthcare"*, Trustee Insights, June 2020
  - *"The Socially Distant Board Room: Maximizing Virtual Governance"*, Trustee Insights, Sept. 2020
  - *"Making Time for Strategic Discussions"*, BoardRoom Press, 2013

Board and Committee Self-Assessment  
September 23, 2020 Meeting

**Suggested Board Discussion Questions:**

1. What if anything is surprising to you about the results?
2. How have current events impacted board performance?
3. What other areas do you view as opportunities for the Board? For the Committees?
4. What has changed in the past year to drive improvement?
5. What 3-5 enhancement actions would the Board like to undertake to improve its effectiveness in the next year?



**2020**

**Board Self-Assessment**

Prepared by



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# Introduction and Executive Summary

In the interest of enhancing its governance effectiveness, members of the El Camino Hospital (ECH) Board of Directors participated in a board self-assessment process in the summer of 2020. Erica Osborne, Principal at Via Healthcare Consulting, provided the consulting and analysis for this effort. This report provides a summary of the findings that were identified during the process and includes recommendations for Board consideration.

Governance best practices call for boards to regularly evaluate performance and adopt improvements to fulfill their duties and responsibilities more effectively. This type of governance assessment can help the board ensure that its structures, composition, policies and practices provide a platform for thorough oversight and deliberation, effective policy making, efficient decision making, and strong ties with and accountability to the community and external regulators. In today's rapidly changing marketplace, effective and efficient governance has never been more important to organizational performance.

## Executive Summary

Board performance has improved over the last year as indicated by increased ratings across five of the six areas of responsibility. The largest year to year increases were in the area of quality oversight with more moderate increases across management, finance and audit, legal and regulatory and board effectiveness. Board members indicated less confidence in the area of Mission and Planning where ratings decreased in four out of the five statements.

- All members agree or strongly agree the Board's current relationship with the CEO and executive team is collegial and productive as indicated by the respective scores of 4.70 and 4.40. The group also indicates it is comfortable engaging the team, asking tough questions and challenging assumptions when necessary.
- The Board understands its responsibilities and is actively involved in the oversight of management and operations, ensuring legal and regulatory compliance and stewarding organizational assets.
- Members apprise themselves of relevant information before taking action and recuse themselves from activities where there might be a conflict.
- Most agree the board is actively engaged in setting and monitoring organizational goals though there is less agreement on how effective the board is in holding management accountable for corrective actions in the area of quality and financial oversight.

While the board appears confident in its ability to provide effective fiduciary oversight, there is a clear desire to broaden the board's focus and deepen its analysis of strategic issues that impact the organization's ability to fulfill its mission.

- Members would like to spend more meeting time engaged in strategic discussions around such topics as community health needs, broader long-term quality goals, and enterprise risk management.
- In addition to devoting more time to strategy as the normal course of business, some indicate that it may be time to consider conducting a strategic review. The implications of the ongoing pandemic, a lack of clarity regarding the board's vision for the organization and some concern that the board is not as involved in strategic direction setting may be driving this (*Please note the data presented in this report was collected prior to the July 8, 2020 Board meeting which served as the kick-off meeting for ECH's new strategic planning process*).
- Finally, while not explicitly stated, there continues to be room to build on the partnership with management and improve communication with the committees. Enhanced collaboration and communication will ensure that the board is better informed about both current performance and future strategic issues.

These assessment results will be discussed with board members at the September 9, 2020 board meeting. It is important to note that this assessment process was designed to gauge the effectiveness and efficiency of the board as a whole, not of the individual members. In addition, it was focused on the governance by the board, not management or operations.

## Overview of the Process

This year's board self-assessment process involved the administration of a customized questionnaire to board members via the Microsoft Forms online survey tool. Board members were asked to rate their level of agreement on a scale of 1-5 – from

strongly agree to strongly disagree – to 40 statements across six areas of board responsibility. Each section also invited open-ended responses.

In addition, members were asked to select educational opportunities they would like to see in the coming year. All ten ECH Board members responded.

The six areas of Board responsibility covered by the survey were:

- Mission and Planning Oversight: Setting Strategic Direction
- Quality Oversight: Monitoring Performance Improvement
- Management Oversight: Enhancing Board-Executive Relations
- Legal and Regulatory Oversight: Ensuring Organizational Integrity
- Finance and Audit Oversight: Following the Money
- Board Effectiveness: Optimizing Board Functioning

# Recommendations

**B**ased on the results of the 2020 ECH Board Self-Assessment Process and our extensive experience in the area of governance effectiveness, Via Healthcare Consulting recommends ECH consider adopting practices in each of the areas, as follows:

## RECOMMENDATIONS

1. Ensure the Board is actively engaged in the upcoming strategic planning process introduced at the July 8, 2020 ECH Board meeting. Topics for the Board to consider might include:
  - Lessons learned from and strategic implications of the Covid-19 pandemic
  - Continued relevance of assumptions foundational to the current ECH strategic plan
  - Review of ECH's Mission, Vision and Values
  - The need for a Board Strategy Committee
2. Ensure agenda items, meeting materials and discussions are more intentionally framed according to the strategic plan, the Board's role, and the mission/vision/values of the organization.
3. Consider holding a discussion with the executive team to identify ways to continue to build trust and promote greater collaboration between the two parties.
4. Board and committee leadership should engage the executive team in developing a more effective mechanism for communication between the board and committees (*Please note this is also included as a recommendation on the committee self-assessment*).
  - Committee Chairs (or Committee Vice-Chairs when the Chair is a non-board member) should work with staff to create a more robust report out on board actions. These reports could include frequent updates on ECH strategic goals, priorities and drivers to better inform the committee's work as well as feedback on the committee's performance and the board's rationale for accepting or rejecting committee recommendations.
  - Board and committee members should participate in the semi-annual Joint ECH Board and Committee Educational Sessions scheduled for October 2020 and April 2021. At these meetings the CEO can provide updates on progress against the current strategic plan and information on the new strategic process.
5. Revisit meeting frequency to determine whether current schedule is optimal and adds value.
6. Consider the development of a more intentional approach to new board member recruitment that focuses on increasing ethnic and racial diversity while maintaining the caliber of the current membership.



# Education Topics and Methods

**B**ased on the results of the 2020 ECH Board Self-Assessment Process the following education topics and methods for providing this important information have been listed below in order of response frequency.

## EDUCATION TOPICS FOR THE COMING YEAR

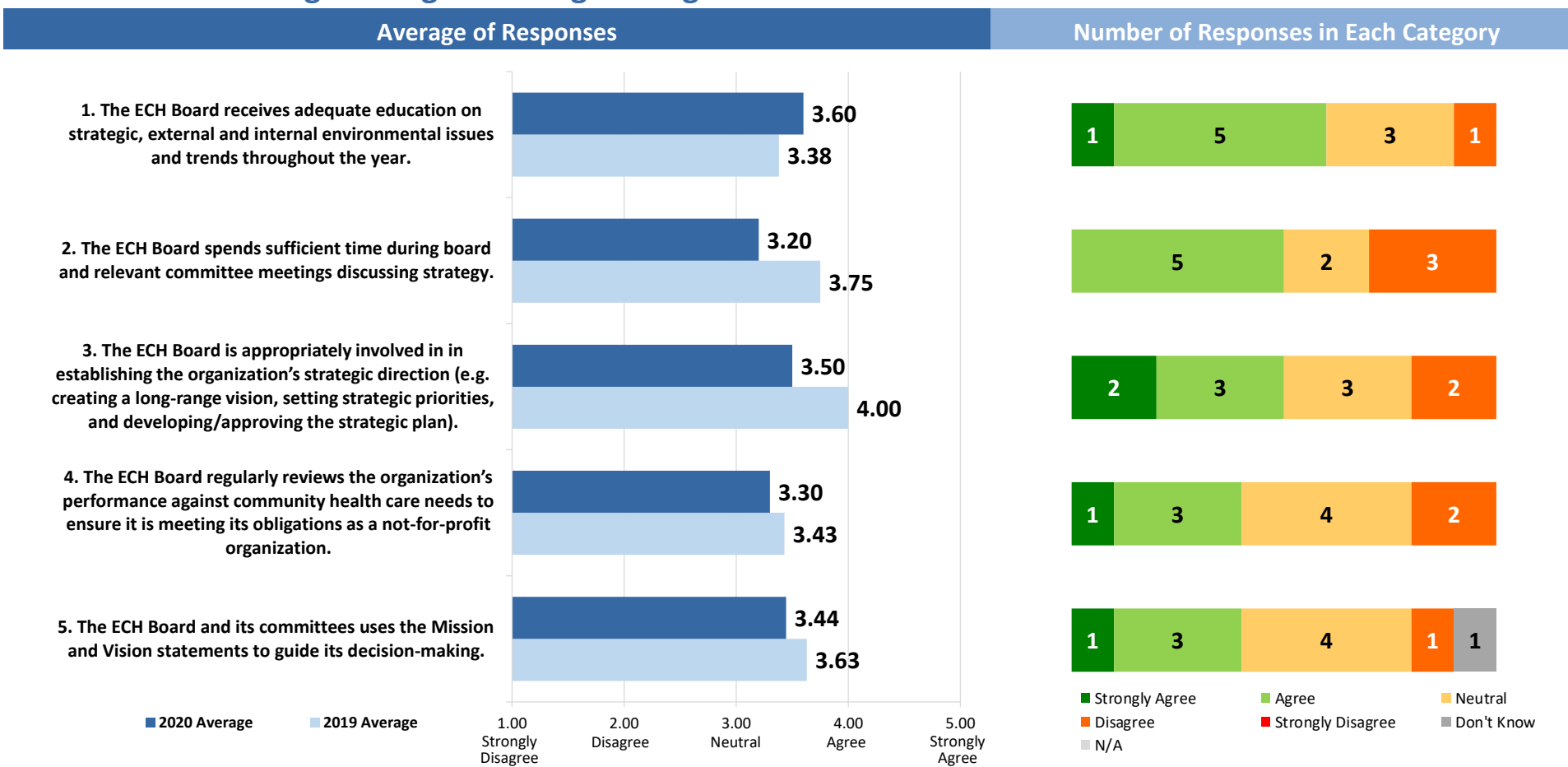
1. Market disruptors and the impact (7)
2. Understanding systemness and promoting system alignment (7)
3. Quality, safety, and engagement (7)
4. Governance and effectiveness (vs management), board roles and fiduciary responsibilities (6)
5. Technology and cyber security (4)
6. Community health (3)
7. Legislative updates (1)
8. Board's role in crisis management (1)
9. Physician strategies (1)
10. Physician leadership training (1)
11. Understanding the difference between strategies and tactics (1)

## METHODS OF EDUCATION

1. Education at annual retreat (7)
2. Special education sessions conducted by outside expert (6)
3. Presentation during board or committee meetings (6)
4. Webinars (5)
5. External education conferences (4)
6. Articles (2)

# Board Self-Assessment Survey Results

## Mission and Planning Oversight: Setting Strategic Direction

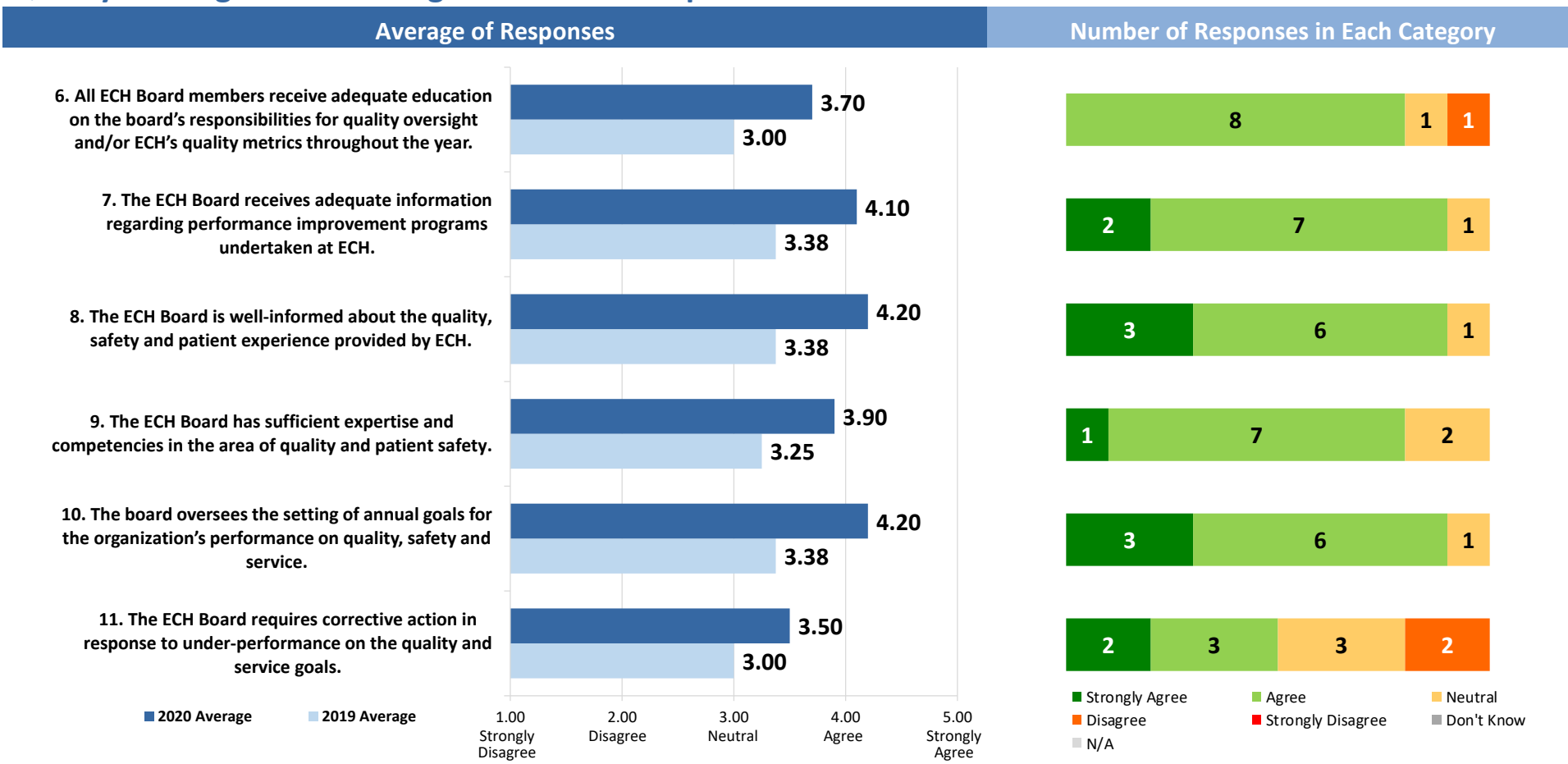


### Summary of Comments for Mission and Planning Oversight:

- There is probably quite a lot the board can do to make sure it's better educated on strategy, and to figure out what our actual strategic mission is. Right now it's not clear we have a vision. We are doing more day-to-day maintenance oversight of the organization.
- We are still too deep in the current state and thinking tactically. The agenda is still reports, soliciting shallow questions.
- The board could improve in this area. During this unusual pandemic, strategy conversations are more important and were removed at the last Board meeting.
- Not sure the Mission statement itself has been cited even once in the last two years. Although there is a "strategic initiative" being planned, there should be strategic discussions as a course of business, not just a special initiative. No substantive discussions on the physician strategy except periodic short comments.
- Time for a major strategic review.

- We could benefit from the Board and management having a consistent understanding of strategy and strategic analysis.
- I believe the Board and Leadership have advanced in terms of focusing the agenda on strategic guidance. I do think there are more opportunities to compare ECH in light of competitors and there are more opportunities to discuss ECH as part of the community and the needs of the community. We do not regularly discuss information regarding community feedback or input, regarding their needs or desires for the health system. I think this would be additive.
- There is little to almost no oversight of the Hospital Board on the Community Benefit Advisory Council (CBAC) charged with the important avenue of information, as well as method of influence to the community health care. There is a representative as a liaison members. The guidance of the community funding is only discussed infrequently on the Board level.

## Quality Oversight: Monitoring Performance Improvement



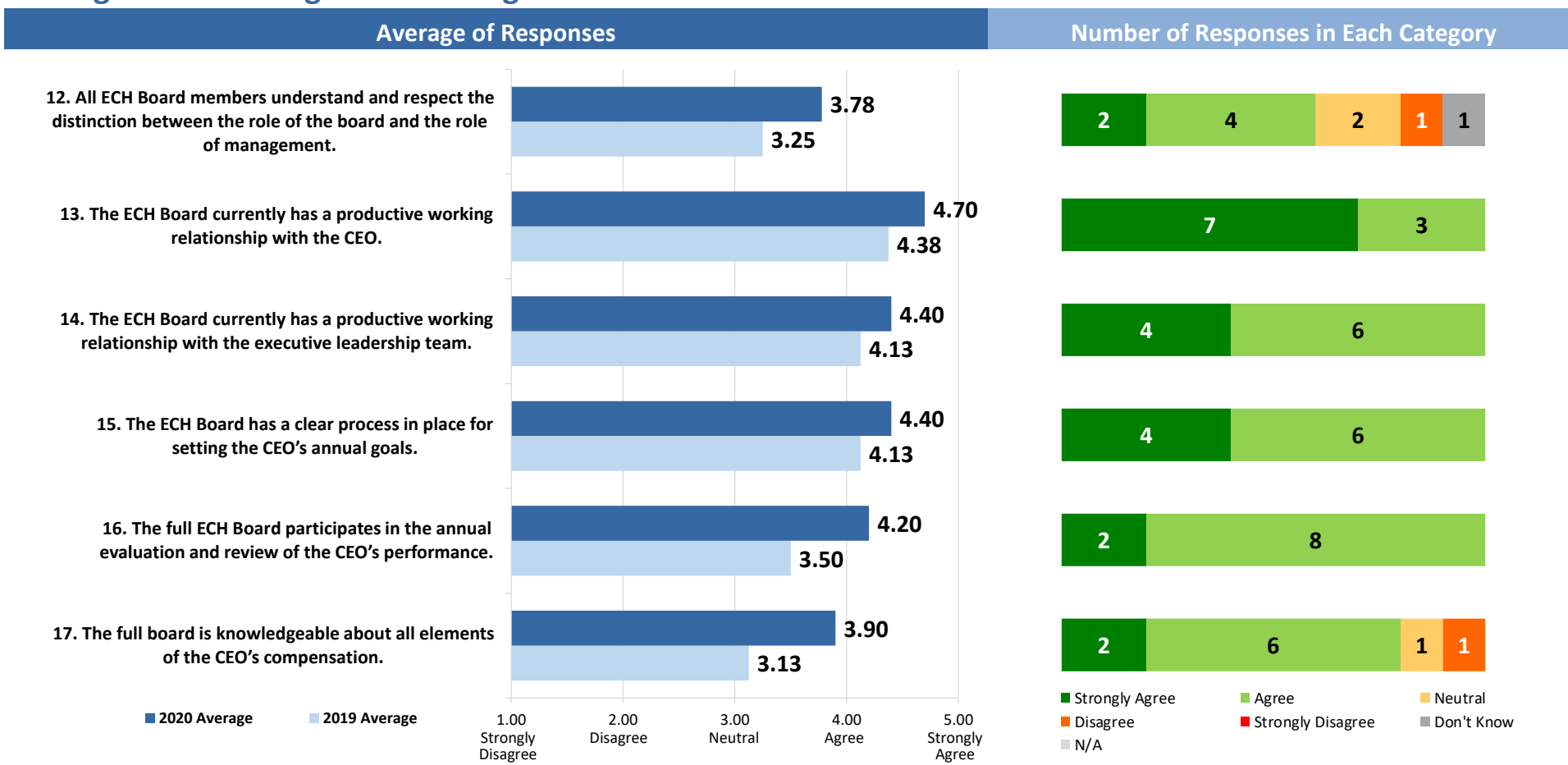
### Summary of Comments for Quality Oversight:

- Still bit of a dynamic within board that quality committee members don't appear to believe appropriate for rest of board to question quality outcomes and goals independent of the Quality committee in Board Meetings.
- Feels as if we receive uneven communication of quality performance. Metrics where goals are surpassed are highlighted and under-performance is explained away. Would like a more even presentation of the data.
- We are not all (management and board) yet on the same recognition of "quality." Like to see the physicians on the board/committee take stronger leadership positions in conversations on quality during board meetings and lead the Quality Committee discussions.
- There is insufficient time devoted for discussion of underperformance on quality and service goal, either in deep diving about the causes and any and all possible corrective possibilities.
- We are too focused on day-to-day quality issues vs. what is the bigger quality goal for the next five years, and how we are tracking on that macro level vs. the year-to-year

organizational goals.

- Re: Question 11, I am not sure I understand it, so I've put a neutral response. Question 10 is a statement of fact so I am not sure what is being asked. I agree that this is my understanding of the Board's responsibility, so I agree with this statement. I think there are more opportunities for outside expertise that know quality, culture of safety and reliability. Past presenters have not done an adequate job, which is unfortunate. Educational offerings provided through the Governance Institute (for example) is extremely useful. The Board and Leadership have taken an active role in improving communication and materials on this topic. It is also incumbent on the Board Members to engage in self-education so that they can feel educated and informed.
- Management is making needed improvements.

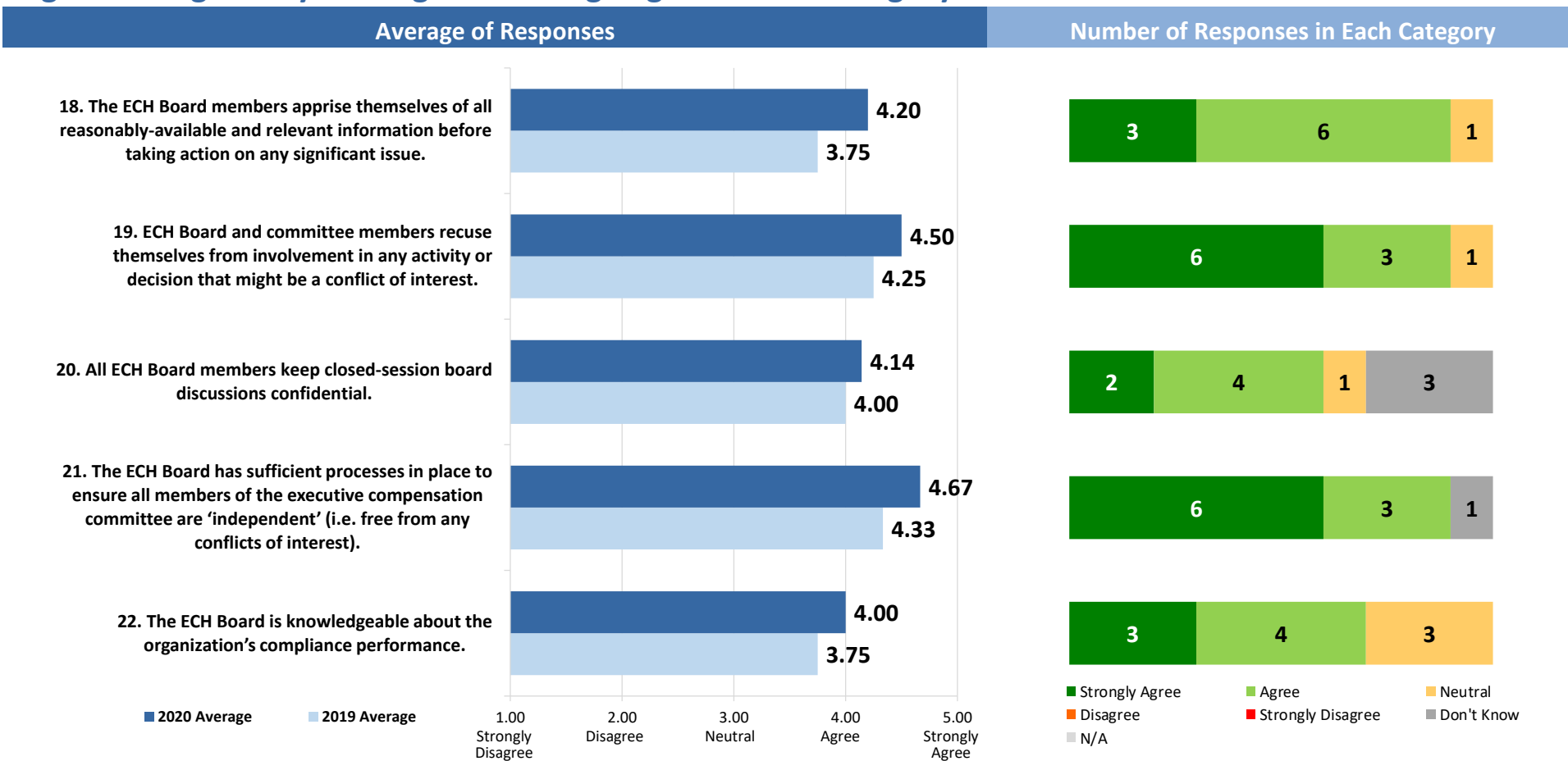
## Management Oversight: Enhancing Board-Executive Relations



### Summary of Comments for Management Oversight:

- “All” members have differing understandings of this. It might be useful for both management and the board to have a shared point of view on this. It would help the Board and Management use the same “point of view” when developing decks/PowerPoint, and when discussing the information contained within them.
- CEO has made excellent growth and changes in the past two years, which has been full of challenges, especially now with the pandemic. Has made significant changes to the executive team with possible further changes to be addressed. Adjustment in culture of ECH would be a huge improvement.
- Individual Board members need to be cognizant of taking excessive staff time, including the CEO's.
- Doing OK here.

## Legal and Regulatory Oversight: Ensuring Organizational Integrity

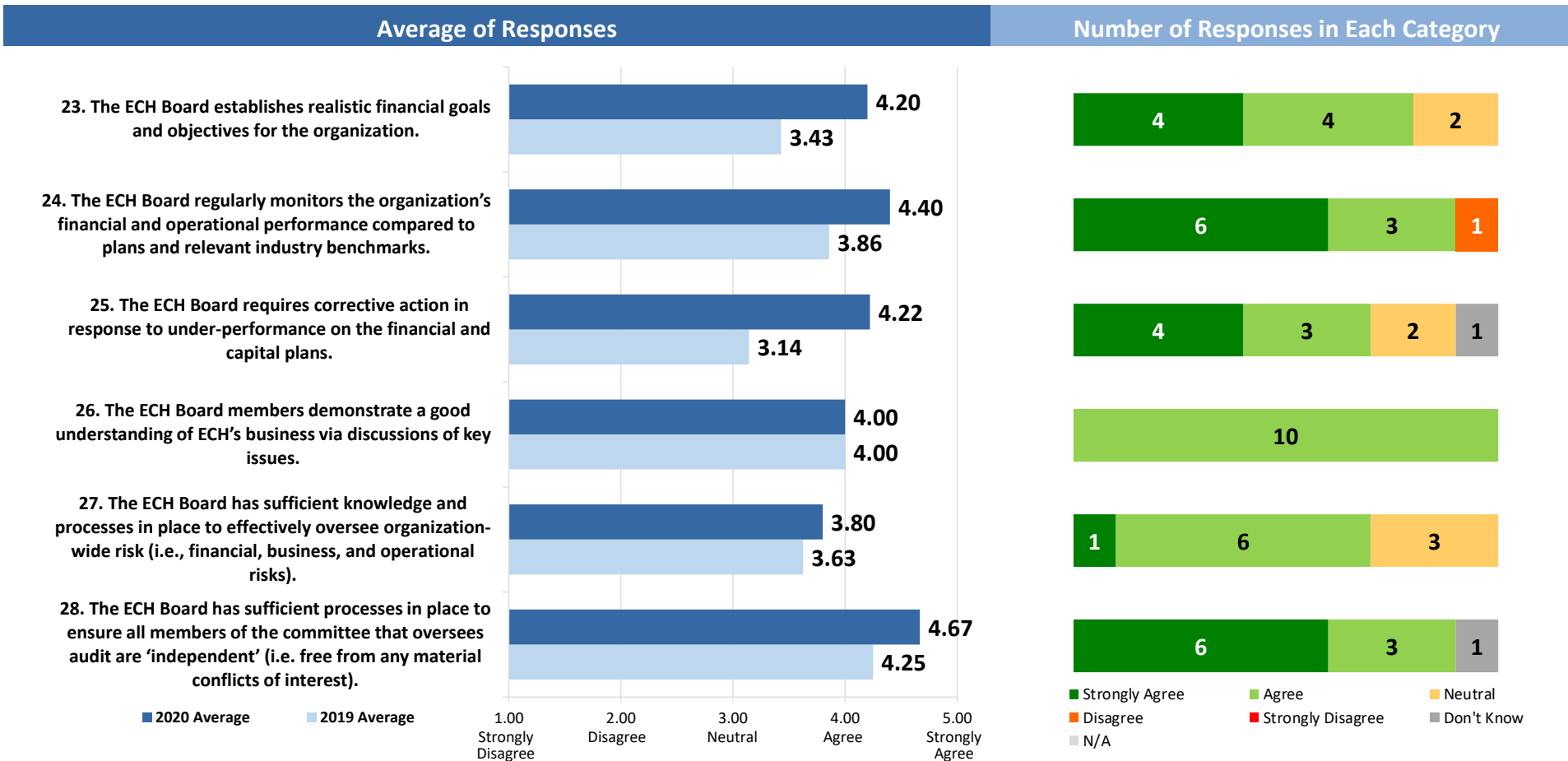


### Summary of Comments for Legal and Regulatory Oversight:

- Board discussions are often truncated due to time constraints arbitrarily set on the agenda which sometimes causes the board to not achieve full comprehension to give appropriate direction.
- Not consistent across the Board. At times, issues were not made crystal clear for the members.
- Not sure we spend enough time here on enterprise risk management - across IT Security, HIPAA, business model and other risks.
- I am not in a position to answer Q 20. I cannot speak for any other Board member. I keep closed-door session materials and discussions confidential.



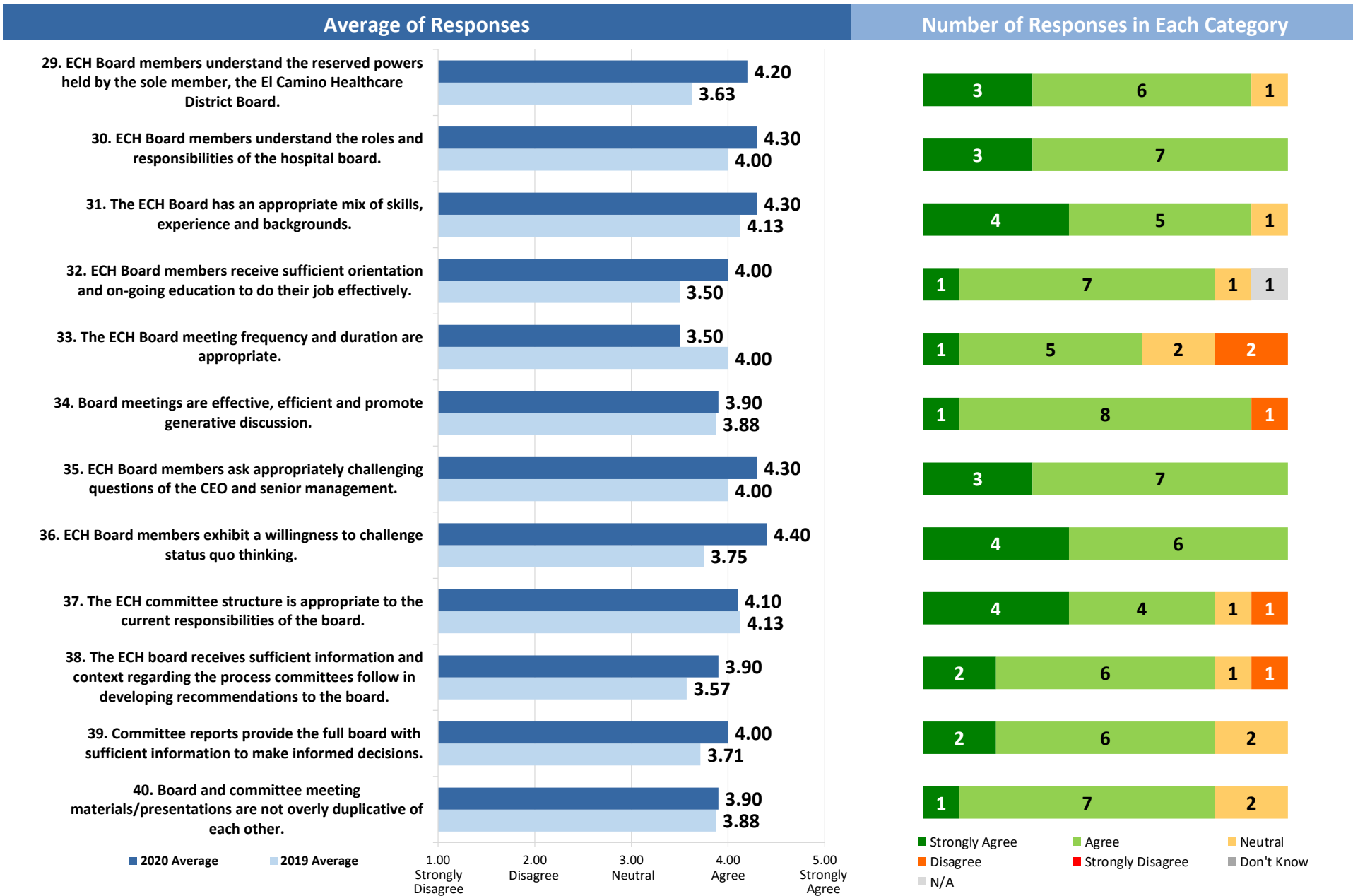
## Finance and Audit Oversight: Following the Money



### Summary of Comments for Finance and Audit Oversight:

- The COVID-19 situation will place the management and the Board to test if the financial and audit oversight is adequate.
- Historically, we have not set appropriate financial goals with performance consistently outstripping projection by an inappropriately high double digit %. Appeared in route that direction again this year before COVID.

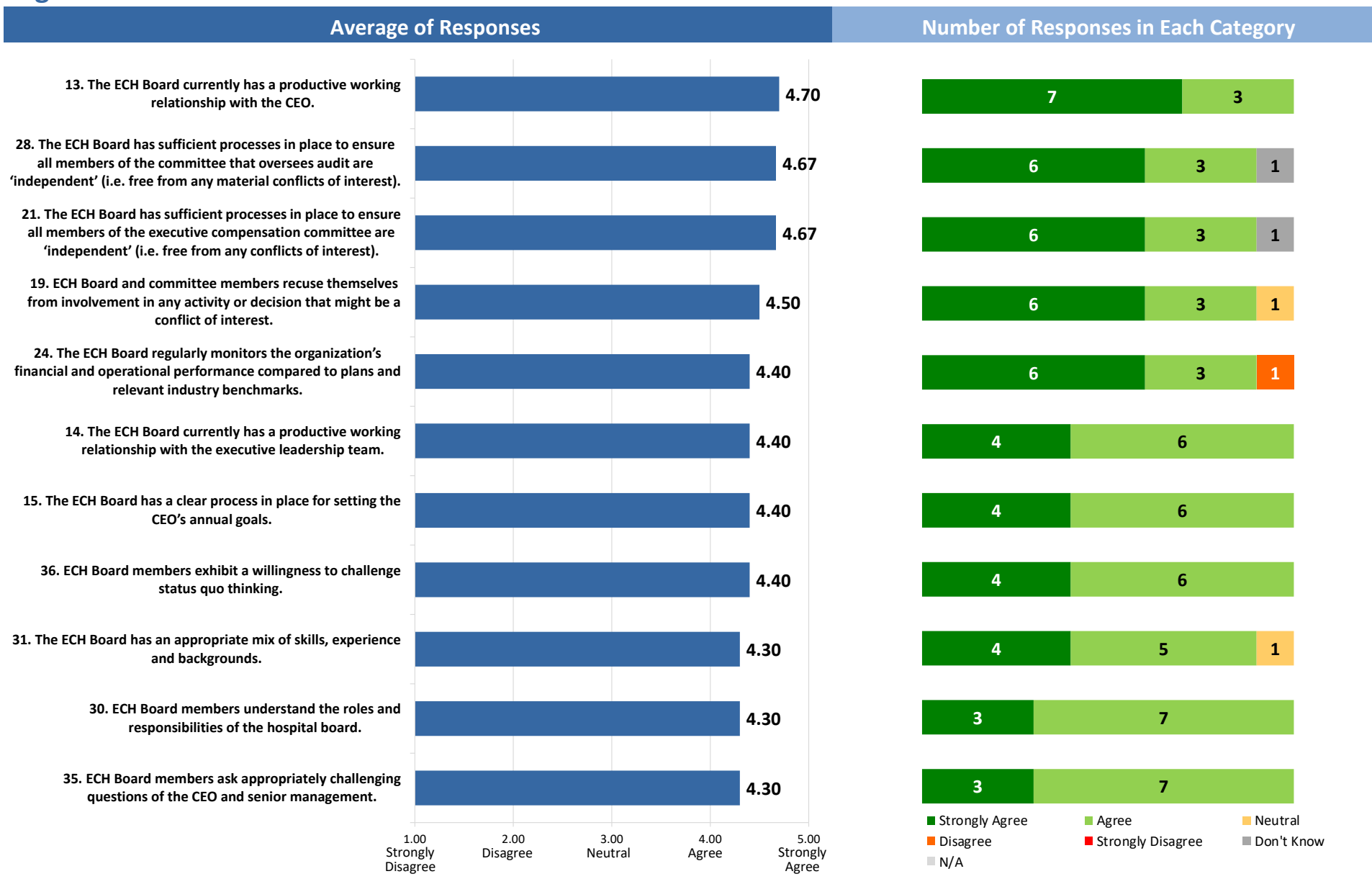
## Board Effectiveness: Optimizing Board Functioning



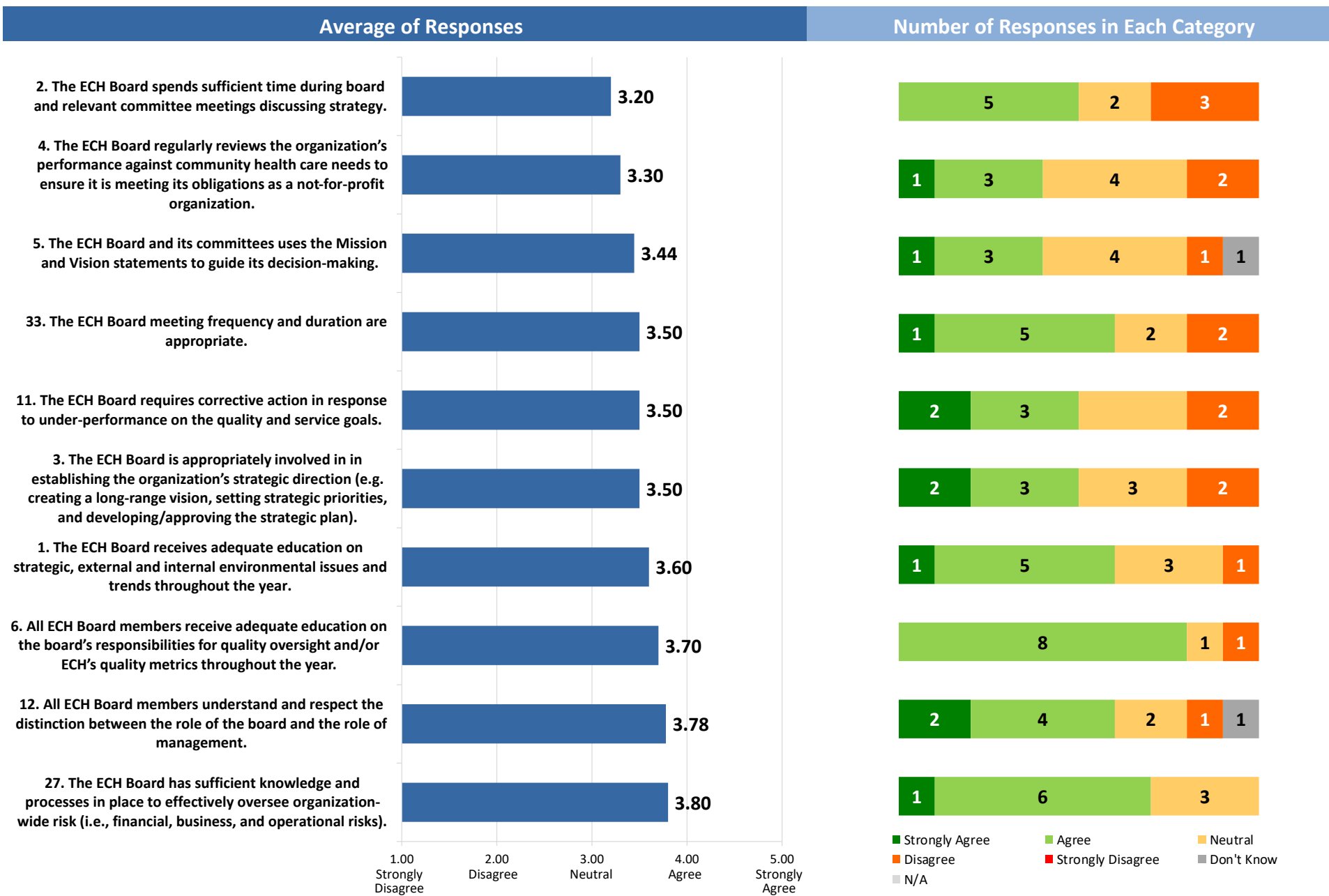
***Summary of Comments for Board Effectiveness Oversight:***

- #37 A strategy committee or something like it may address some of my concerns expressed in the "Mission and Planning" set of questions.
- We are missing a Strategic Planning Committee.
- While I am comfortable with the cadence of the meeting calendar, I believe the meetings are too long. I believe presentation time should not last longer than 15 minutes, which then would allow more time in the agenda for Board discussion of that agenda item. When presentations run longer than this, the presentation trends toward management rather than strategy activities. This, in turn, compels the Board to respond to all the information provided, and then the discussion either focuses on management activities or vectors off topic all-together.
- 350 pages of pre-reading doesn't seem to me to be "board level."
- We probably have too many board meetings, and the topics sometimes are unnecessarily detailed because there is a lack of context at a governance level given for some topics.
- There have been great improvement but continual work is necessary to ensure that the Board is more effective and enough time is carved for generative and strategic discussions. Members are frequently outspoken to challenge the status quo.
- The Board would benefit from more opportunities for social interaction to promote teamwork.
- Executive team continues to improve. Need to ensure neutral, unbiased presentation of data so that the board can trust the information provided and focus on supporting the executive team.  
Tough balance of proper information from committees. Not sure we always get clear picture of pros/cons on issues discussed by committees. And information is often hidden away in reports that are less likely to be reviewed and understood. Always some unavoidable duplication for committee members with board presentation materials.

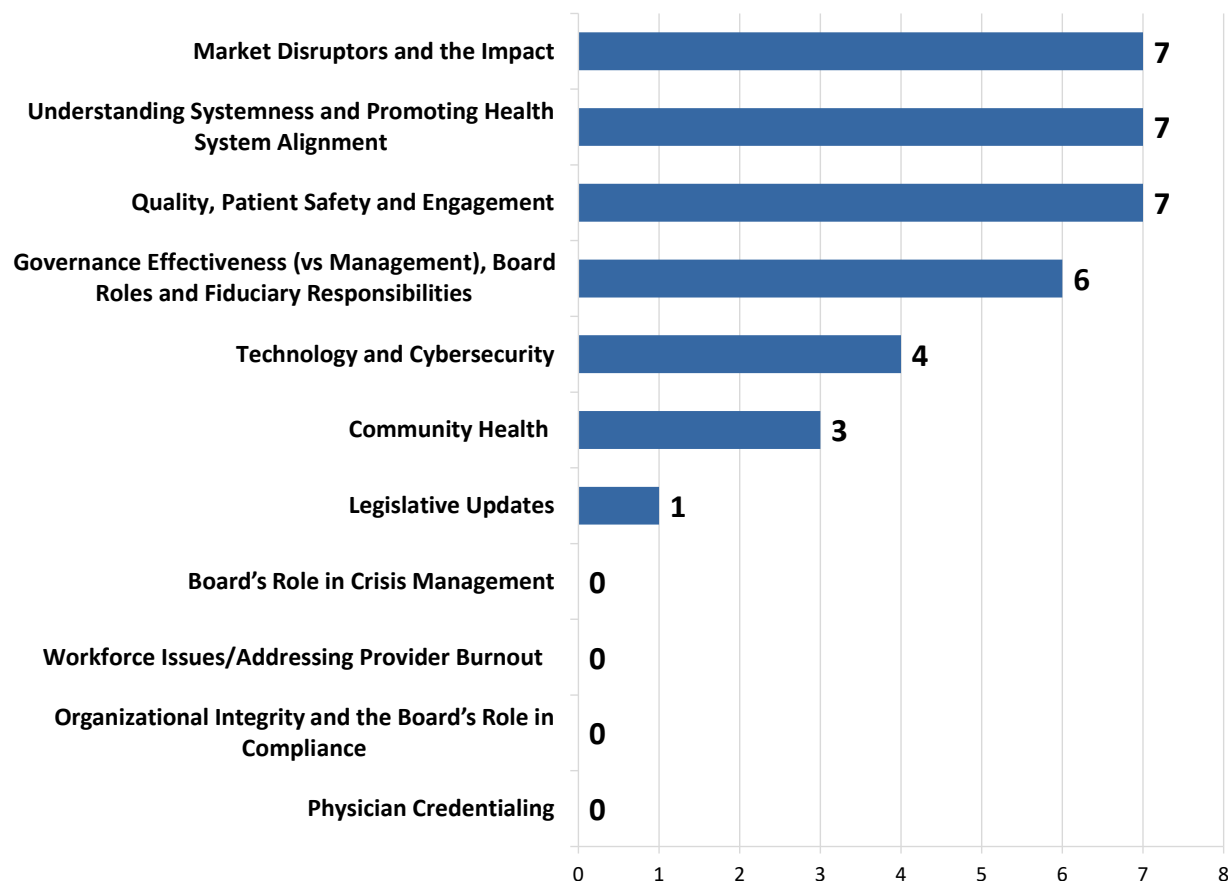
## Highest Rated Statements Across All Sections



## Lowest Rated Statements Across All Sections



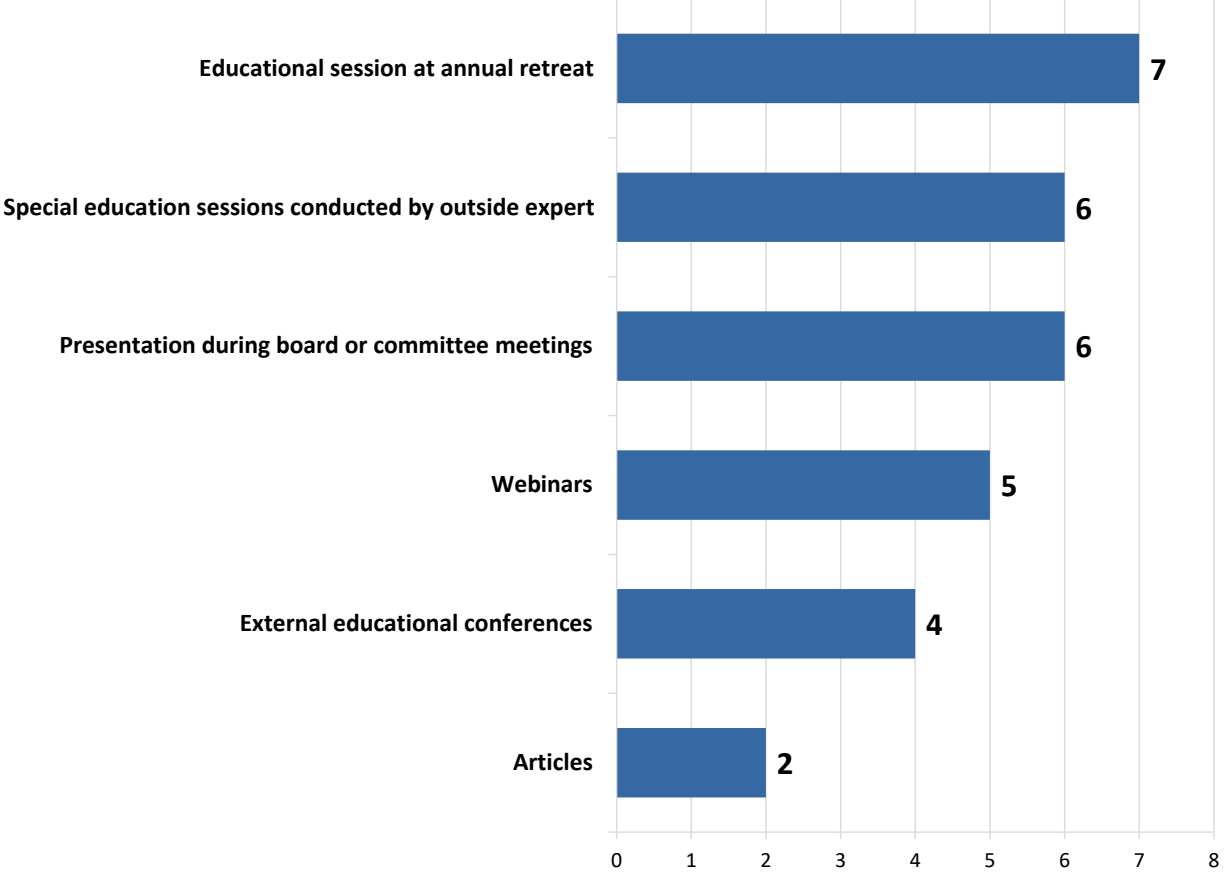
## Education Topics for the Coming Year



### ***Suggestions for Additional Education Topics:***

- I strongly believe physician strategy at this point is a governance, not management issue, and that we have a glaring deficiency on discussing what that strategy is and why it is important. There is no Board consensus on any of the major issues with physicians, or what options are available, or should be taken.
- Some discussion of physician leadership training and what we should be doing.
- Understanding what strategies are vs. what priorities are.
- If the above can be prioritized, I would like to have education and/or discussion immediately on the Board's role in crisis management as we are still in the midst of a pandemic crisis.
- Meeting community health needs due to the economic impacts from shelter in place.

## Methods of Education



***Suggestions for Additional Learning Modalities:***

- Presentations at a special board room would be welcomed. I prefer the annual retreat to be an exchange of ideas for growth and strategic planning. Not a structured retreat; more for relationship building and envisioning ECH future.

## Additional Board Member Comments

- There are different governance styles, and differing ideas about what is governance and what is management. It would be useful to have a discussion about different views: among Board members and Board vs. management opinions. How does management vs. governance decide on important strategy issues?
- We need to figure out how to increase the diversity of the board/committee.
- Our Board Chair is a “class act!”
- We are much improved!





**2020**

**Board Committee  
Self-Assessment Report**

Prepared by



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# Introduction and Executive Summary

In the interest of enhancing their committee effectiveness, members of the El Camino Hospital (ECH) Board committees participated in a committee self-assessment process in the summer of 2020. Erica Osborne, Principal at Via Healthcare Consulting, provided the consulting and analysis for this effort. This report provides a summary of the findings that were identified during the process and includes recommendations for consideration both across the ECH Board committee structure and for each individual committee.

Governance best practices call for boards and their committees to regularly evaluate performance and adopt improvements to fulfill their duties and responsibilities more effectively. This type of governance assessment can help a committee ensure that its structures, composition, policies and practices provide a platform for thorough oversight and deliberation, effective policy making, efficient decision making, and strong ties with and accountability to the board, the community and external regulators. In today's rapidly changing marketplace, effective and efficient governance has never been more important to organizational performance.

## Executive Summary

Overall, most ECH committee members believe things are going well. Committee performance across the areas of responsibilities assessed was rated highly, with only one of the 15 areas rated falling below a mean score of 4.0. Key areas of strength include:

- Committee leadership received the highest score at 4.53 and was supported by comments across most committees.
- Members indicate the committees have a strong understanding of their roles and responsibilities, and generally carry them out effectively and efficiently.
- Many are of the opinion that the committees are well-constituted from a skills and experience perspective though there may be room to continue to strengthen this.
- Meeting frequency and duration are believed to be appropriate for most committees. However, some commented that there is not always enough time to balance routine matters and robust discussion.

In addition to areas of strengths, the assessment also identified several opportunities for improvement:

- There is a strong desire across the committees to continue to enhance bi-directional communication between the board and the committees. Committee members would like to receive more information and feedback from the board regarding ECH's strategic direction and priorities.
- Agendas are often perceived as being overly full, are not always organized around strategic priorities, and are focused more on report outs than true generative discussion.
- Materials, while improved, do not appear to be consistent across the committees. Some packets continue to lack sufficient information and context to enable members to feel comfortable they are making informed recommendations to the board. Specifically, more information regarding Silicon Valley Medical Development (SVMD) and other service lines appears to be a priority for several of the committee members.

These assessment results will be discussed with board members at the September 9, 2020 board meeting. Each committee will also review and discuss their individual results at a future meeting, dates still to be determined. It is important to note that this assessment process was designed to gauge the effectiveness and efficiency of the committees as a whole, not of the individual committee members. In addition, it was focused on the governance by the board and its committees, not management or operations.

## Overview of the Process

A customized questionnaire to committee members was administered via the Microsoft Forms online survey tool. Committee members were asked to rate their level of agreement on a scale of 1-5 – from strongly agree to strongly disagree – to 15 statements of committee effectiveness. The self-assessment also invited open-ended responses. 37 out of 44 responses were received, indicating an 87% response rate.

# Recommendations

**B**ased on the results of the 2020 ECH Committee Self-Assessment Process and our extensive experience in the area of governance effectiveness, Via Healthcare Consulting recommends ECH consider adopting these practices across the committee structure, as follows:

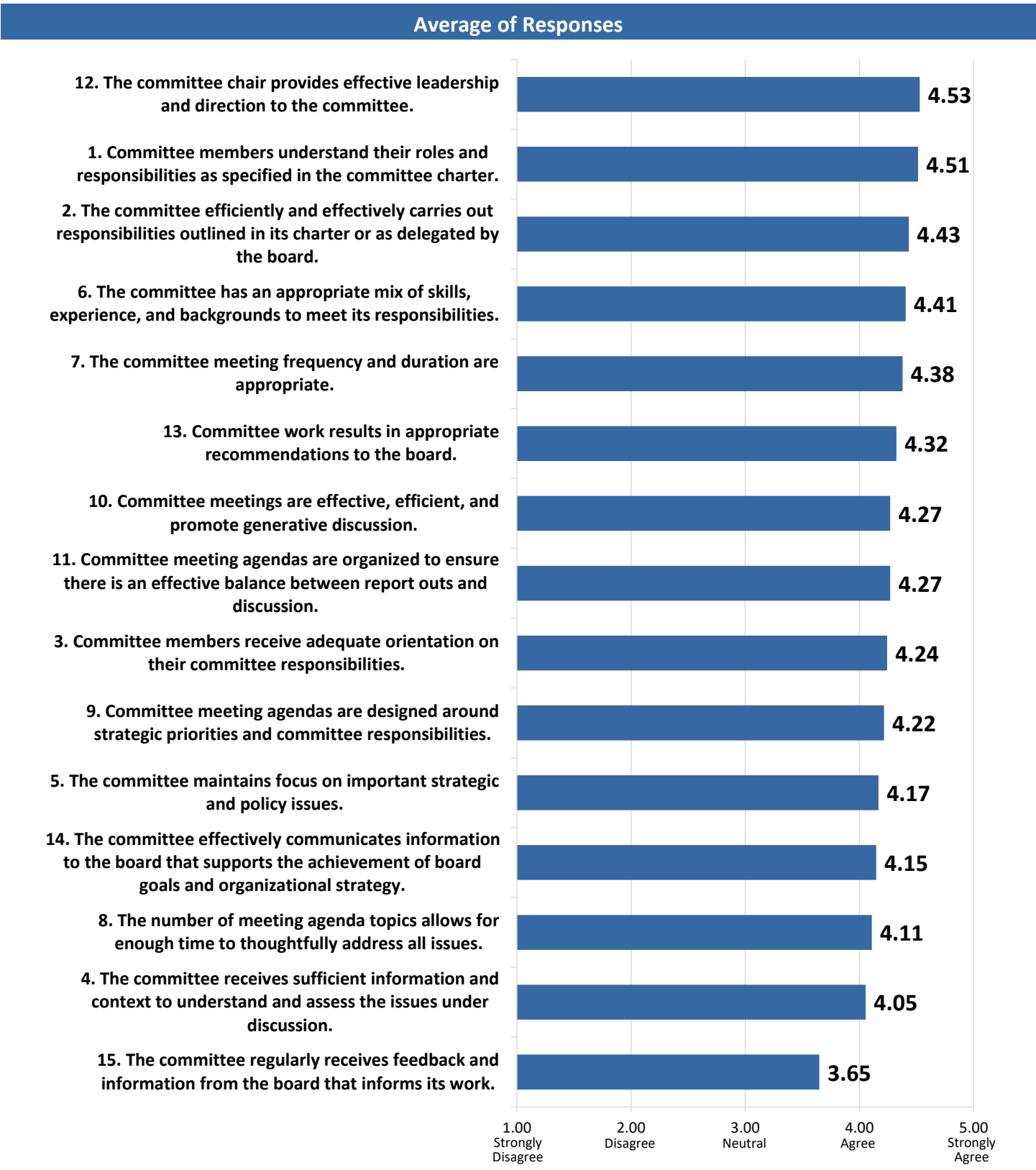
## RECOMMENDATION

1. Board and committee leadership should engage the executive team in developing a more effective mechanism for communication between the board and committees (*Please note this is also included as a recommendation on Board self-assessment*).
  - Committee Chairs (or Committee Vice-Chairs when the Chair is a non-board member) should work with staff to create a more robust report out on board actions. These reports could include frequent updates on ECH strategic goals, priorities and drivers to better inform the committee's work as well as feedback on the committee's performance and the board's rationale for accepting or rejecting committee recommendations.
  - Board and committee members should participate in the semi-annual Joint ECH Board and Committee Educational Sessions scheduled for October 2020 and April 2021. At these meetings the CEO can provide updates on progress against the current strategic plan and information on the new strategic process.
2. Conduct a review of the current committee orientation process to ensure:
  - Committee members are aware of and take advantage of this valuable practice.
  - Current practices are up-to-date, comprehensive and utilize best practices.
3. Redesign meeting agendas so they limit number of topics and increase time for strategic and generative discussions.
4. Direct staff to continue to refine meeting materials so packets are smaller, more focused and contain appropriate and relevant contextual information to support the committee's work.
5. Consider whether all committees would benefit from the development of a more intentional approach to new committee member recruitment that focuses on increasing ethnic and racial diversity while maintaining the caliber of the current membership.



# Overview of Committee Self-Assessment Results

## Overall Committee Self-Assessment Results—Highest to Lowest Rated





**El Camino Hospital**<sup>®</sup>

THE HOSPITAL OF SILICON VALLEY

## **2020 Board and Committee Self-Assessment Results**

Via Healthcare Consulting  
Board Meeting Presentation  
September 23, 2020

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## Objectives for Today

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- Review the 2020 ECH Board and committee self-assessment results
- Identify levers for improving meeting effectiveness, strategic focus and communication
- Develop a priority list of enhancement actions to improve Board effectiveness in the next year





# Video Meeting Etiquette and Best Practices



**MUTE YOUR MICROPHONE TO HELP KEEP BACKGROUND NOISE TO A MINIMUM WHEN NOT SPEAKING**



**AVOID ACTIVITIES THAT CREATE ADDITIONAL NOISE, SUCH AS SHUFFLING PAPERS WHEN NOT ON MUTE**



**FOCUS YOUR CAMERA AT EYE LEVEL TO CREATE A GREATER SENSE OF ENGAGEMENT WITH OTHERS**



**REINTRODUCE YOURSELF WHEN SPEAKING SO EVERYONE IS AWARE OF WHO IS PROVIDING INPUT**



**USE THE CHAT FUNCTION TO POSE A QUESTION OR COMMENT**




**CLICK THE "RAISE HAND" FUNCTION TO ALERT THE HOST THAT YOU HAVE SOMETHING TO ADD**

# Group Guidelines



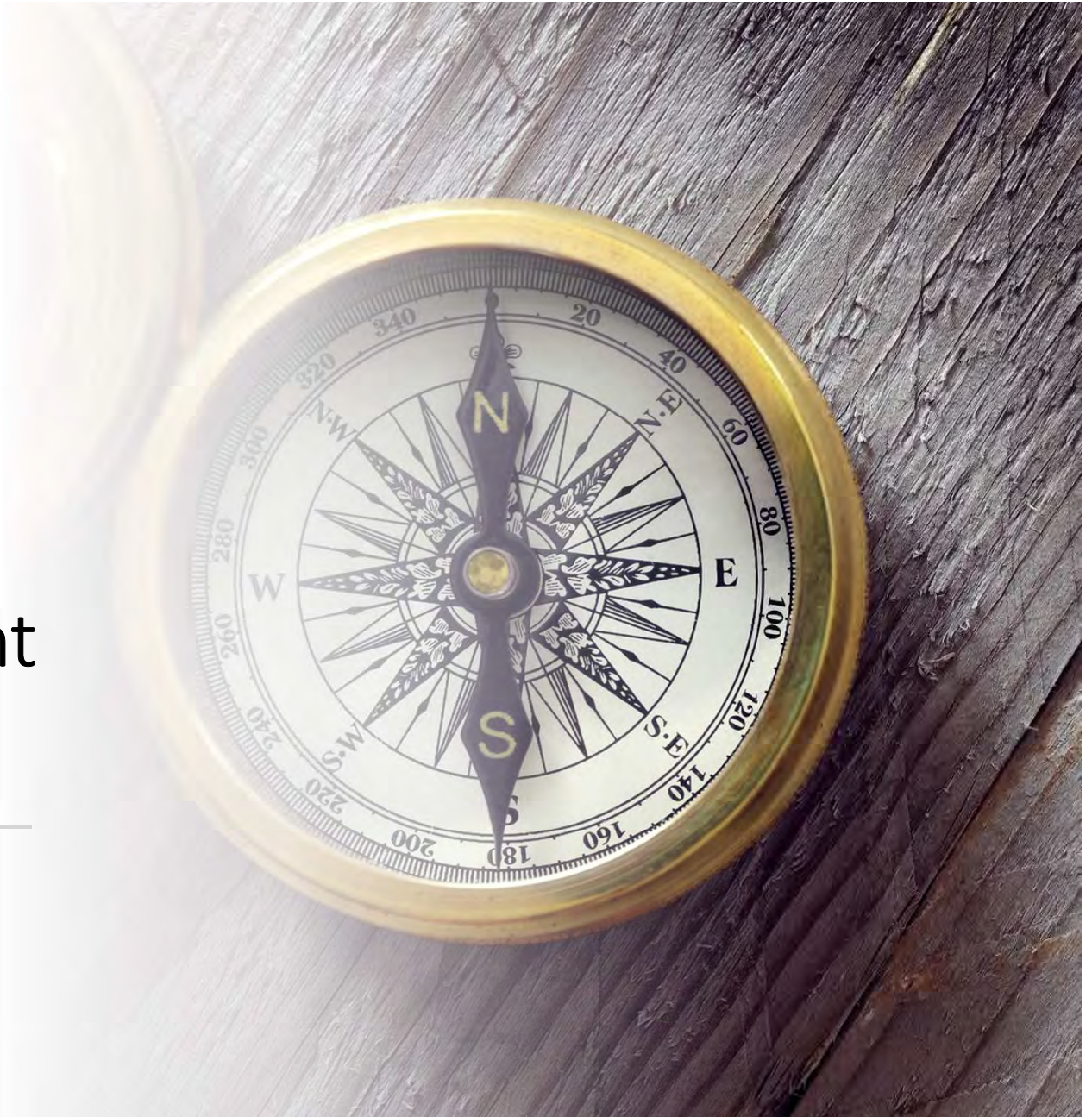
*Please...*

- Be honest and kind
- Encourage and respect all opinions
- Declare 'devil's advocate'
- Be fully engaged (no smartphone gazing)
- Challenge the status quo
- Be clear and concise
- Other?

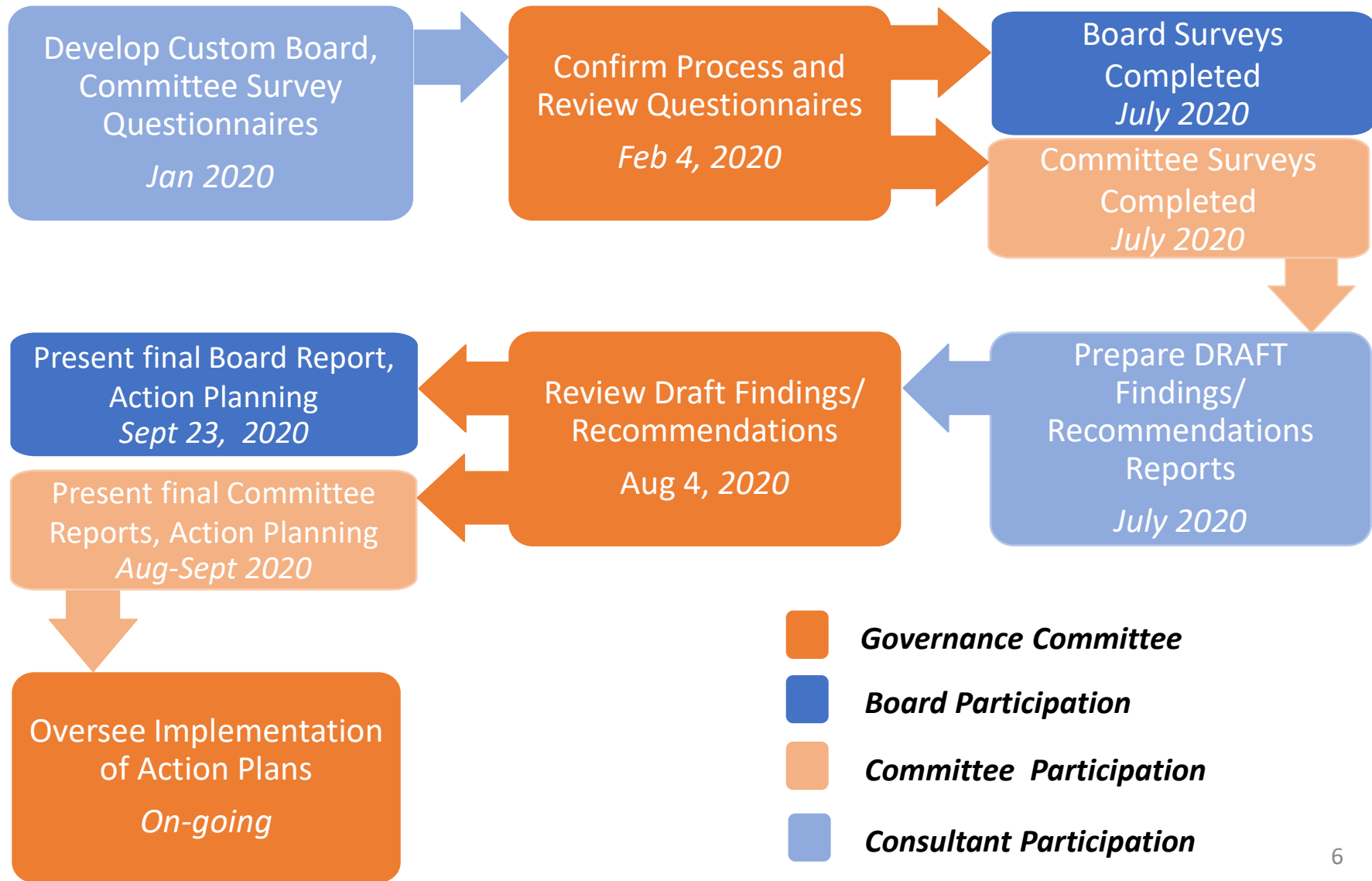


# ECH Board and Committee Self-Assessment Results

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# 2020 El Camino Health Board and Committee Self-Assessment Process







## Overall Board Performance

- **Assessment average increased 8.6 %** from a score of 3.72 to 4.04 (on a 5-pt scale)
- **Favorability score (% agree & strongly agree)** increased from 56.25% to **70.25%**
- **Response rate: 2020: 100% (10/10), 2019: 88% (8/9)**

# The Board's Greatest Improvements

Question	2019 Favorability	2020 Favorability	Change in Favorability
9. Has sufficient expertise and competencies in the area of quality and patient safety.	25%	80%	<b>220%</b>
8. Well-informed about the quality, safety and patient experience provided by ECH.	38%	90%	<b>137%</b>
6. Receive adequate education on the board's responsibilities for quality oversight and/or ECH's quality metrics throughout the year	38%	80%	<b>110%</b>
25. Requires corrective action in response to under-performance on the financial and capital plans	38%	70%	<b>84%</b>
7. Receives adequate information regarding performance improvement programs undertaken at ECH.	50%	90%	<b>80%</b>
10. Oversees the setting of annual goals for the organization's performance on quality, safety and service.	50%	90%	<b>80%</b>



# Overall Board and Committee Strengths

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- Effective board and committee leadership
- Strong member engagement
- Well-constituted from a skills and experience perspective
- Roles and responsibilities understood and carried out effectively and efficiently
- Overall productive working relationship with executive team



## Overall Board and Committee Areas of Opportunity


- Deepen board and committee engagement in strategic issues and mission fulfillment
- Enhance the flow of information between the board and the committees
- Continue to develop trust and alignment between the board, its committees and the executive team



# Framing Questions

- What stood out to you about this year's results?
- What has changed in the past year to drive improvement?
- What lessons can be applied to other areas of board performance?
- How has current events impacted board performance?





# Translating Theory into Practice

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## Making Time for Strategic Discussions

1. Set clear principles and expectations on how board will function
2. Practice rigorous calendaring
3. Carefully craft meeting agendas



# Defining Strategic

- Does it impact our ability to achieve our mission?
- Is it longer-term in nature?
- Is it likely to have a profound impact on the organization?
- Will it impact key stakeholders?
- Could it have significant financial ramifications?
- Does it relate to or impact strategic imperatives outlined in the current plan?

## ***Framing Questions:***

- ***What do we mean by strategic discussion?***
- ***How can the board and management ensure better alignment regarding strategy and strategic analysis?***



# Best Practices: Setting Clear Principles and Expectations

- Develop a constructive partnership with management
- Hold each other accountable for coming prepared, ready to engage
- Actively work to stay informed about trends and issues
- Set clear objectives and desired outcomes for board's work
- Delegate responsibilities to free up board meeting time
- Prioritize discussion over reporting

## ***Framing Questions:***

- ***What functional principles we want to adopt to streamline and appropriately focus the work of the board?***
- ***Are there additional principles not highlighted here the board should consider?***

# Best Practices: Rigorous Calendaring

- Utilize annual workplan to organize meetings around core responsibilities, high-priority issues, and strategic goals
- Appropriately sequence meetings to allow for effective flow of information
- Determine optimal meeting frequency to allow for better preparation and communication

## ***Framing Questions:***

- ***Does the current meeting frequency and sequencing support optimal flow of information?***
- ***What can we put in place to improve communication between the two levels of governance and management?***



# Best Practices: Effective Meetings



- Devote at least 60% of meeting time to strategic and policy matters
- Limit number of agenda topics, set realistic timeframes
- Reserve agenda for items requiring discussion and/or action
- Maximize use of a consent agenda
- State desired action, estimated time of conversation, and reference materials
- Include framing questions to stimulate discussion
- Prohibit verbal reports of packet material
- Include an educational item at all meetings

## ***Framing Questions:***

- ***What can we do differently to carve out sufficient time to hold strategic discussion?***
- ***Are we getting the most out of our committees?***
- ***Are there routine items that could be shifted to either the consent agenda or delegated to free up more time for discussion?***

# Sample Board Meeting Agenda

5 mins	Welcome and Call to Order	Information
5 mins	Consent Agenda	Action
15 mins	Quality/Patient Experience Discussion <ul style="list-style-type: none"> <li>Quarterly review of the dashboard</li> <li>Alternate months: deeper dives into metrics or initiatives, education on current trends</li> </ul>	Information, Discussion, Action
15 mins	Financial Update <ul style="list-style-type: none"> <li>Quarterly review of financials</li> <li>Alternate months: deeper dives into underperforming metrics or initiatives, education on current trends</li> </ul>	Information, Discussion, Action
15 mins	Other Sample Discussion/Education Topics For Consideration: <ul style="list-style-type: none"> <li>Community Health/Benefit</li> <li>Provider Wellness</li> <li>Healthcare Disparities</li> </ul>	Update, Discussion
5 mins	Public Communication	
	Convene to Closed Session	
5 mins	Consent Agenda	Action
15 mins	Medical Staff Recommendations	Action
15 mins	Chief Executive Discussion	Update, Discussion
15 mins	Other Sample Discussion/Education Topics For Consideration: <ul style="list-style-type: none"> <li>Enterprise Risk/Compliance</li> <li>Advocacy/Labor Issues</li> <li>Physician Network Development</li> </ul>	Information, Discussion
	Reconvene to Open Session	Action
5 mins	Call to order and Report of Actions Taken in Closed Session	Action





# ECH Board Action Planning for FY 21

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1. Develop and agree upon a set of functional principles for how you want to do your work

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  2. Review pacing plan and past agendas to identify items that could be delegated to create more time for discussion

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  3. Refine agendas to include fewer topics, clear objectives and a greater emphasis on strategic discussion

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  4. Provide executive summaries and framing questions for each agenda item to focus attention and stimulate discussion

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  5. Include a governance education topic on each agenda

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  6. Revisit meeting frequency to ensure current schedule is optimal and adds value

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  7. Conduct a review of the current committee structure to determine if it is still optimal

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  8. Request the Governance Committee oversee the development of a more robust report out on-board activity to enhance communication between board and committees
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# Recommended Actions



# Education Topics for the Coming Year

1. Market disruptors and the impact
2. Understanding system-ness and promoting system alignment
3. Quality, safety, and engagement
4. Governance and effectiveness (vs management), board roles and fiduciary responsibilities
5. Technology and cyber security
6. Community health
7. Legislative updates
8. Board's role in crisis management
9. Physician strategies
10. Physician leadership training
11. Understanding the difference between strategies and tactics



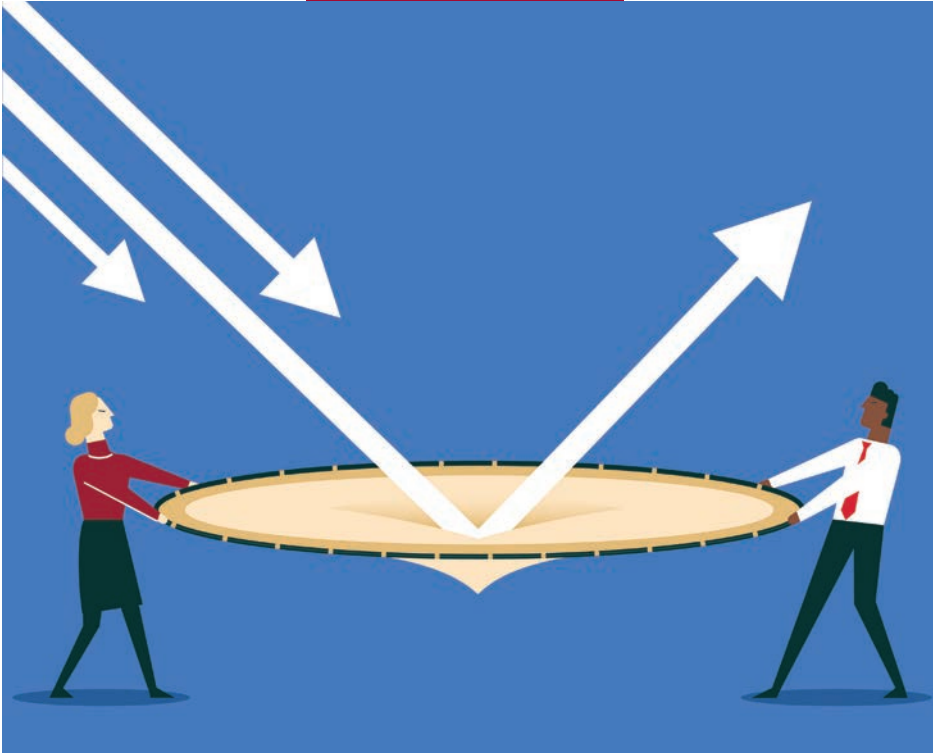


1. Education at annual retreat
2. Special education sessions conducted by outside expert
3. Presentation during board or committee meetings
4. Webinars
5. External education conferences
6. Articles

# Learning Channels

# Trustee Insights

VIEWPOINT



## Getting to the New Normal in Health Care

The board's role in crisis recovery

BY ERICA M. OSBORNE  
AND KARA WITALIS

**D**uring these unprecedented and rapidly changing times, governing boards may be asking: What now? How do we best prepare for an uncertain future? How can we best serve our organization and community through crisis to recovery?

Whether it is overseeing the

### Transforming Governance

COVID-19 recovery process or responding to a natural disaster, a school shooting or civil unrest, the board can play a pivotal role in ensuring that employees receive

the support needed to heal and that the organization and community receive the resources they need to restore and rebuild.

Following is practical guidance for board members as their organiza-

tions transition from crisis response to the long road to recovery. Although many of the practices speak directly to the COVID-19 pandemic, they also can be applied more broadly to other major crises.

### Foster healing

During and throughout crisis recovery, board members have an opportunity to be inspirational leaders and promote a whole-person and wholehearted caring approach. This might mean asking whether leaders, staff and caregivers have the necessary resources to heal from the traumatic experiences of front-line caregiving. Asking about the well-being of the front-line staff sends a clear message of caring. The board should ensure the organization has strategies and programs in place (e.g., counseling, support groups and financial assistance benefits) that address the emotional, physical and financial toll of managing the crisis and treating patients. Likewise, the board should understand what programs are necessary to ensure the community has appropriate resources and programs to recover.

### Focus on safety and quality

The board has a fiduciary duty to ensure the provision of high-quality, safe care regardless of the circumstance, and this should remain a top priority as organizations



manage and recover from a crisis. As hospitals and health systems ease back into providing more clinical care not related to COVID-19, even as the pandemic continues, the board should understand how leadership will balance the need to provide necessary services while minimizing risk to patients and health care personnel. The board should understand the criteria that must be met in order to safely reopen for routine care, how quality patient care will be maintained, how staff will be kept safe, and the organization's approach to prioritizing and accommodating high-risk or at-risk populations. Access to testing, availability of non-COVID ICU beds, utilization of telehealth and availability of personal protective equipment all are considerations to discuss.

The Centers for Disease Control and Prevention has issued a [“non-COVID-19 care framework”](#) that includes key considerations for health systems as they seek to provide the safest way possible to resume care delivery. The AHA has released [“COVID-19 Pathways to Recovery”](#) with considerations and resources for hospitals and health systems.

## Express gratitude

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Offering gratitude and appreciation to hospital executives, providers and other staff is important during the peak of a crisis – and it continues to be during recovery. Acknowledging the innovative, often heroic, ways management and staff are responding to challenges encountered during the crisis supports their efforts and builds an environment of

empowerment and solidarity for the entire organization. A formal, written thank-you from the board acknowledging the dedication of leadership and staff and providing words of encouragement and support can help sustain morale and commitment for the long haul.

## Ensure an appropriate assessment of the organization's response to the crisis

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The board should use a post-crisis assessment, conducted by management, to understand what is working and what is not with the organization's performance. Boards should ask: Are communication channels effective? Is technology adequate? What efforts are in place to revise emergency preparedness plans, and what funding is necessary to implement these changes? What community agencies and organizations should we partner with to maximize our collective impact?

## Rebuild community trust and confidence

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During the COVID-19 crisis, health systems have experienced unprecedented underutilization of important medical services for patients with urgent or emergent health care needs not related to COVID-19, as well as the delay of non-emergent surgeries and procedures. Patients, their families and communities in general are fearful that a visit to the hospital or clinic will put them at greater risk of contracting COVID-19. However, delayed urgent and emergent care can cause the very real risk for severe illness and harm and, in the worst cases, death.

To that extent, trustees have an opportunity to encourage the public to return to a new normal by returning to the hospital for needed care services. They should assure community members that the hospital remains a trusted organization and is ready to care for them, and that they should not delay needed care for fear of COVID-19.

## Support the work toward financial recovery

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Delayed and deferred care also has caused many organizations' revenues to drop by 50% or more. This reduction has occurred while expenses have soared as spending is required to prepare and care for COVID-19 patients. As such, hospitals and health systems must retool and determine what new operational or financial goals are reasonable by year's end. Projections must be recast and objectives reset. Board members must be ready to consider these goals and ensure that they best meet their organization's needs. Health care organizations that are positioned to adapt quickly to the new normal will be able to meet the needs of their communities more effectively.

## Leverage community connections for philanthropic donations

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Responding to COVID-19 has had a huge financial toll on hospitals and health systems. During and immediately following a crisis, private donors are frequently eager to make meaningful contributions to support recovery. Trustees have an opportunity to leverage their connections to

bolster their organization's financial resources with philanthropy. The board can help identify areas of greatest need and set expectations for fundraising efforts.

### Advocate again and again

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Here, again, is one of the board's core roles. Board members should continue to follow up with legislative representatives to obtain funding or change regulations that hampered the health care field's ability to respond effectively during the crisis. Advocating for the organization with legislative representatives and promoting the organization with the

public also are great ways to foster support for those needs that have been identified.

Finally, as their organizations begin the journey to recovery, board members must of course remember to stay true to their primary role of oversight. Boards that get buried in the weeds of operations have the potential to distract attention from the necessary actions required to ensure success. Instead, the board can provide true strategic value by monitoring recovery efforts, ensuring necessary resources are available and keeping focused on future opportunities and challenges.

Healing from the prolonged

COVID-19 pandemic or other major crises will take caring, acknowledgment, diligence and, most of all, time. A board's oversight is critical in supplying all of these.

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*Please note that the views of the authors do not always reflect the views of the AHA.*

# Trustee Insights

## LEVERAGING TECHNOLOGY



## The Socially Distant Board Room: Maximizing Virtual Governance

Embracing the realities of virtual governance structures

BY LAURA ORR

Gone are the days of “that would never work.” Despite strained systems and great disruption, the COVID-19 public health crisis has yielded benefits across many facets of daily work and life. For health care organizations, the crisis revealed a heightened and profound ability to adapt quickly and embrace rapid cycle improvement.

Health care governing bodies are rooted in traditional structure and process, and board cultures are fostered through group dialogue and relationship building. As safety

measures were implemented to manage viral spread, board rooms across the country went dark. At the same time, the need for board involvement greatly increased. Organizations reacted quickly to adopt virtual meeting platforms, adapting practices to maintain effective governance. As it becomes clear the social distancing impact of COVID-19 will be sustained, now is the time to evaluate and enhance the virtual experience.

Board meetings have traditionally been the primary mechanism for sharing information, making decisions and creating connection. The sudden transition to virtual meetings created change and challenge. Board members and senior executives alike are adapting to

new logistics and unfamiliar ways of interacting. And yet, an engaged and effective board has never been more important. Against this backdrop, it is imperative to maximize board meetings in a virtual environment. With a few months of experience, executive teams and board chairs should collaborate on ways to reenergize the dialogue and interaction.

### Meeting Frequency and Timing

Take a fresh look at the frequency and timing of board meetings. Virtual meetings may foster a sense of disconnection, and it may be necessary to increase the frequency of meetings with board members. This could mean shorter, more frequent meetings, or adding educational opportunities between formal meetings. Also evaluate the timing of regularly scheduled meetings. If board meetings are typically scheduled over lunch or dinner, those times may not be optimal when you are not physically sharing a meal. Instead, consider a meeting time that best suits remote work schedules, and always allocate breaks during long meetings. Making small tweaks to the current meeting schedule could yield increased participation and engagement.

### Agenda Development

Under the best of circumstances, it is challenging to create a board meeting agenda that allows for infor-



mation sharing, education and strategic dialogue while also addressing fiduciary obligations.

The virtual meeting platform is an opportunity for senior executives and board chairs to reevaluate meeting agendas. If meetings feel rushed, without enough time for strategic dialogue, reduce agenda content by 25%. Critically evaluate potential topics and reserve the agenda for those requiring discussion and action. While it can be challenging at first, allowing ample discussion is critical for strategic alignment and engaged decision-making.

If fewer topics will be addressed during the meeting, it is crucial to ensure the board receives other key updates and information. Provide executive summary briefings on key topics in the meeting materials circulated in advance. Provide enough context and content to be meaningful and also be brief enough to be engaging. Preread materials can replace traditional agenda items such as committee reports, market updates and timely operational changes. These preread materials become critical for education and information sharing and to enable maximum utilization of prime meeting time. Try it. Ask for feedback. Keep adjusting.

## Relationship Building

Casual conversations as people are gathering for a meeting or lingering afterward cannot be completely replaced. Sharing stories about family, current events and work builds camaraderie and trust. Get creative in leveraging virtual meeting

platforms for this softer but critically important element of effective governance. Partner with internal or external IT resources to bring innovation to virtual board meetings. Open the meeting early to allow casual dialogue among board members and staff as they join the session. Build time into the agenda for intentional informal connection.



Consider using breakout functionality within the virtual platform for small group chats and provide questions to facilitate these brief conversations. Embrace the opportunity to interact with colleagues and board members in personal settings. Have some fun and don't be afraid to comment on the dog walking across the screen or the snack the board chair is enjoying.

You may find that virtual meetings bring improved attendance as members don't have to add in driving or transition time to attend. Get creative and leverage this shift to enhance governance and engagement.

## Connection Outside of Meetings

While board meetings are the cornerstone of governance activity, connection outside of meetings is now increasingly important.

Consider adding brief check-in calls between formal meetings. These calls should be optional with a brief agenda and time for questions and

interaction. The senior leadership team and board chair also can hold individual calls with board members to solicit feedback and provide updates. By rotating these touchpoints among the team, the time commitment is modest and the opportunity to build stronger board relationships extends across the leadership team. Regular email updates are another opportunity to stay connected with the board. While email does not provide the same level of interaction, key operational and strategic updates can foster a sense of connection to the work within

the organization.

## Board Member Responsibilities

The fiduciary duty of care requires board members to commit the necessary time, attention and curiosity to advance the organization's mission. Governance supported by a virtual or hybrid platform requires trustees to recommit and potentially expand the behaviors associated with this important responsibility.

Preparing for meetings by reading any advanced materials is more important than ever, to enable efficiency and the opportunity to seek clarifications in advance

or during the meeting. It also is important for members to interact as they would during a traditional meeting. While this interaction may be through a chat box or a virtual hand raise, it is necessary to ensure a two-way dialogue. A virtual meeting platform can make it easy and tempting to multitask. Members should approach the virtual meeting with the same attention and focus as if they were in the board room. Finally, members

should proactively reach out to the senior leadership team with questions or feedback to enhance the governance experience.

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In a time when strong leadership is paramount, we must embrace the realities of virtual governance structures, and adapt just as we have done so during this time to serve our patients and protect our staff. If we are intentional and creative, we

can keep board members informed and engaged while maintaining relationships and infusing the “humaness” factor into governance.

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*Please note that the views of authors do not always reflect the views of the AHA.*

# Making Time for Strategic Discussions

BY PAMELA R. KNECHT, ACCORD LIMITED

Hospital and health system boards across the country are attempting to spend more of their meeting time in strategic-level discussions.

This is occurring for several reasons:

- Boards are increasingly concerned about helping their senior management teams develop strategies to ensure their organization's success as the healthcare industry transforms itself.
- Scandals within the tax-exempt sector have led to scrutiny of boards' involvement in strategic direction-setting. For example, bond rating agencies are now including direct questions about the board's knowledge of various strategic options for the hospital/system when that organization is seeking funding and/or a rating upgrade.
- Busy individual board members want to be sure that the time they are spending away from their families and careers is spent in substantive discussions about issues that matter. This is especially the case for the vast majority (85 percent) of not-for-profit hospitals and health systems whose board members are volunteering their time.<sup>1</sup>

“We will look to ensure that there is some degree of oversight of management's activities by the board and full board knowledge of various strategies and their potential impact on financial performance.”

—*Moody's Special Comment, The Governance of Not-for-Profit Healthcare Organizations, Moody's Investors Service, June 2005.*

## Insufficient Time on Strategy

Despite these and other reasons, the data from The Governance Institute's 2013 survey indicates very little change in boards' ability to devote more of their meeting time to these important topics. Survey respondents report that they only spend 33 percent of

their meetings discussing strategy and policy.<sup>2</sup>

In addition, anecdotal stories abound of boards using significant amounts of their precious meeting time listening to reports from committees and management and/or offering advice on management/operational issues (e.g., suggesting the colors for marketing materials) versus governance/strategic-level issues (e.g., whether to develop/participate in an accountable care organization). Since the most valuable asset a board has is its time, these practices are contributing to suboptimal performance of both the board and the organization.

## Strategic Discussions vs. Strategic Planning

Before describing methods for increasing time for strategy it is important to clarify terms. Boards should be talking about strategic-level issues at each meeting, not necessarily their strategic plan. Strategic planning is just one type of strategic discussion. Strategic-level discussions occur any time that the board is addressing issues that meet some of the following criteria:<sup>3</sup>

- Longer-term time horizon
- Substantial resources required
- Organization-wide or overarching issue
- Potential for significant impact on key stakeholders
- Affects organizational viability
- Impacts ability to achieve the mission

Strategic-level issues being discussed in boardrooms today include employing physicians, determining how to become clinically integrated, and deciding on the size of the geographic area/population the hospital/system will serve.

## High-Performing Boards' Strategy Practices

Considering the many strategic issues in healthcare now, high-performing boards are revisiting the way they have historically prepared for and conducted their meetings.



They want to ensure their time is spent in discussions about issues that impact the achievement of their organization's mission. They are finding that there are no magic bullets; the levers for change are, in many ways, basic good practices for effective and efficient meetings. The key is that the practices have to be utilized—not just given lip service. If fully implemented, these practices will result in time being freed up for the important discussions.

The key practices fall into the following categories:

- Clear principles and expectations
- Rigorous calendaring
- Carefully crafted agendas and targeted materials
- Prepared leadership

## Clear Principles and Expectations

Great governance does not just happen; it requires strong board leadership and honest conversations about how the board will function. The best boards have articulated the principles that will undergird their work. For instance, they:

- Expect the board and senior management to act as partners (e.g., they jointly develop board and committee meeting agendas and materials versus relying on the CEO or other senior management)
- Hold each other accountable for staying informed and engaged (e.g., they set, monitor, and provide individual feedback regarding requirements for members' orientation, education, meeting attendance, preparation, and active participation)
- Delegate work to committees, increase their "thresholds" for decision making,

1 Kathryn C. Peisert, *Governing the Value Journey: A Profile of Structure, Culture, and Practices of Boards in Transition*, 2013 Biennial Survey of Hospitals and Healthcare Systems, The Governance Institute.

2 Peisert, 2013.

3 See Susanna E. Krentz and Pamela R. Knecht, "Strategic Conversations," *BoardRoom Press*, Vol. 21, No. 5 (October 2010), The Governance Institute, for more detail and examples.



and trust the work of the committees (e.g., they delegate to the finance committee authority to approve unbudgeted expenses up to a certain dollar amount)

- Prioritize discussion over reporting (e.g., they assume all have read the board packet and set the expectation that there will be no verbal reports of materials that were provided before the meeting)

Principles like these set the foundation for how the meetings will be scheduled, prepared for, and conducted. Each board and management team should develop their own functioning principles and then ensure that the board members and leaders (e.g., committee chairs) know what is expected of them.



### Rigorous Calendaring

At the start of each board year, the governance committee should oversee the development of a detailed, overarching calendar that includes all board and committee meetings, topics, educational events, and retreats. This calendar should be developed based on the strategic plan, other anticipated strategic-level decisions, required board approvals, and other key events.

A specific strategic topic should be identified for each board meeting. For instance, if one component or goal of the strategic plan is to increase physician–hospital alignment, that should be the strategic topic for at least one board meeting in the year. In addition, before the board would be asked to approve a major strategic initiative related to that goal (e.g., development of a co-management model), the appropriate committee or task force should have provided education and/or a recommendation.

Routine issues should also appear on the calendar, and the board and committee calendars should be aligned. For instance, the board’s approval of the annual budget should be preceded by a meeting of the finance committee, at which it considers and recommends the budget. This should have the effect of limiting the finance committee’s need for the full board to discuss the budget at multiple meetings, therefore freeing up time for strategic issues.

A basic, but critical success factor in rigorous calendaring is to ensure that the timing and sequencing of the committee meetings vis-à-vis the board meetings actually allows for this flow of approvals. There should be two to three weeks between a committee meeting and the board meeting at which that committee’s recommendations will be considered. This should allow sufficient time for the committee meeting minutes to be approved, an executive summary to be developed (see below), and all of the relevant materials to be included on the board portal at least a week before the board meeting.

The board calendar should also include a specific date for an annual, multi-day board retreat on strategic issues and/or strategic planning. Committing to a date far in advance increases the likelihood that all board members will be able to attend and that needed resources (e.g., external speakers) will be available. It also allows management and the board sufficient time to plan for a meaningful retreat and also requires the board to determine which topics will be addressed at the retreat versus during board meetings. In this way, the board can be sure to have the time needed for comprehensive discussions regarding complex and/or controversial issues.

### Carefully Crafted Agendas and Targeted Materials

Boards only exist when they are meeting, so the board meeting agenda could be considered the most important indicator of a board’s effectiveness. And yet, too many meeting agendas seem to have been put together at the last minute, without sufficient forethought. Or worse, the agenda follows the same format as it did 10 years ago, when most boards came and listened to reports, asked a few questions, and went home.

The modern-day board meeting agenda must be carefully crafted to ensure there is sufficient time to approve the needed items



and discuss key issues. The best agendas are jointly developed by the board chair and CEO during a meeting in which they discuss which topics must be included in the next board meeting. Here are specific tips for developing agendas that free up time for strategic conversations:

- Use the board calendar described above to determine which strategic topic will be addressed and which routine approvals must occur.
- Move as much as possible into the consent agenda, so multiple items can be voted on at once.
- Develop “framing questions” for the selected strategic topic (e.g., what do you need to better understand regarding the system’s clinical integration efforts?).
- Review the committee chairs’ requests for board meeting time and only allow committees to make verbal presentations if they have a specific “ask” of the board (e.g., they need the board to make a decision).
- Schedule an education session at every meeting to ensure the board is sufficiently knowledgeable about topics before decisions must be made.
- Add specific, realistic start and end times for each agenda item (this helps set the expectation for how long the discussion will take and enables the chair to move the discussions along).

Once the agenda has been set, the board chair and CEO should instruct each committee chair and liaison to develop high-level, graphically displayed materials that include dashboards of key indicators and keep the board at the governance-level (versus providing overly detailed information). Each item in the packet should have an executive summary that describes the

*continued on page 3*

## Making Time...

*continued from page 2*

options that committee considered, what they are recommending and why, and the specific “ask” of the board. It is critical that the packets be provided with sufficient time for busy board members to prepare, so they are not reading materials for the first time in the board meeting.

### Prepared Leadership

All of the preparation in the world will not guarantee sufficient discussion of strategic issues. It is the board chair who shoulders the responsibility for setting the right tone, ensuring balance between hearing all opinions and getting closure, and facilitating decision making that is supported by all (versus strict reliance on Roberts Rules of Order). The highest-performing boards have established rigorous leadership recruitment and development processes that ensure that the correct individuals



have been selected as board and committee chairs, and that they have been carefully and thoroughly prepared for these important jobs (e.g., received training on meeting facilitation and resolving conflicts).<sup>4</sup>

In summary, making time for strategic conversations entails setting clear functioning principles and expectations, taking a rigorous approach to meeting calendars, carefully crafting agendas and materials, and choosing chairs who are highly prepared for the demanding job of assertively and compassionately planning and facilitating meetings. The good and bad news is that there is no magic involved; if boards commit to becoming high-performing in all of their responsibilities, they will have freed up time for one of the most important of their fiduciary duties—helping to set strategic direction for their organization. ●

*The Governance Institute thanks Pamela R. Knecht, president and CEO, ACCORD LIMITED, for contributing this article. She can be reached at [pknecht@accordlimited.com](mailto:pknecht@accordlimited.com) or at (312) 988-7000.*

<sup>4</sup> See Elements of Governance®: *Planning for Future Board Leadership*, The Governance Institute, 2011, for more information.