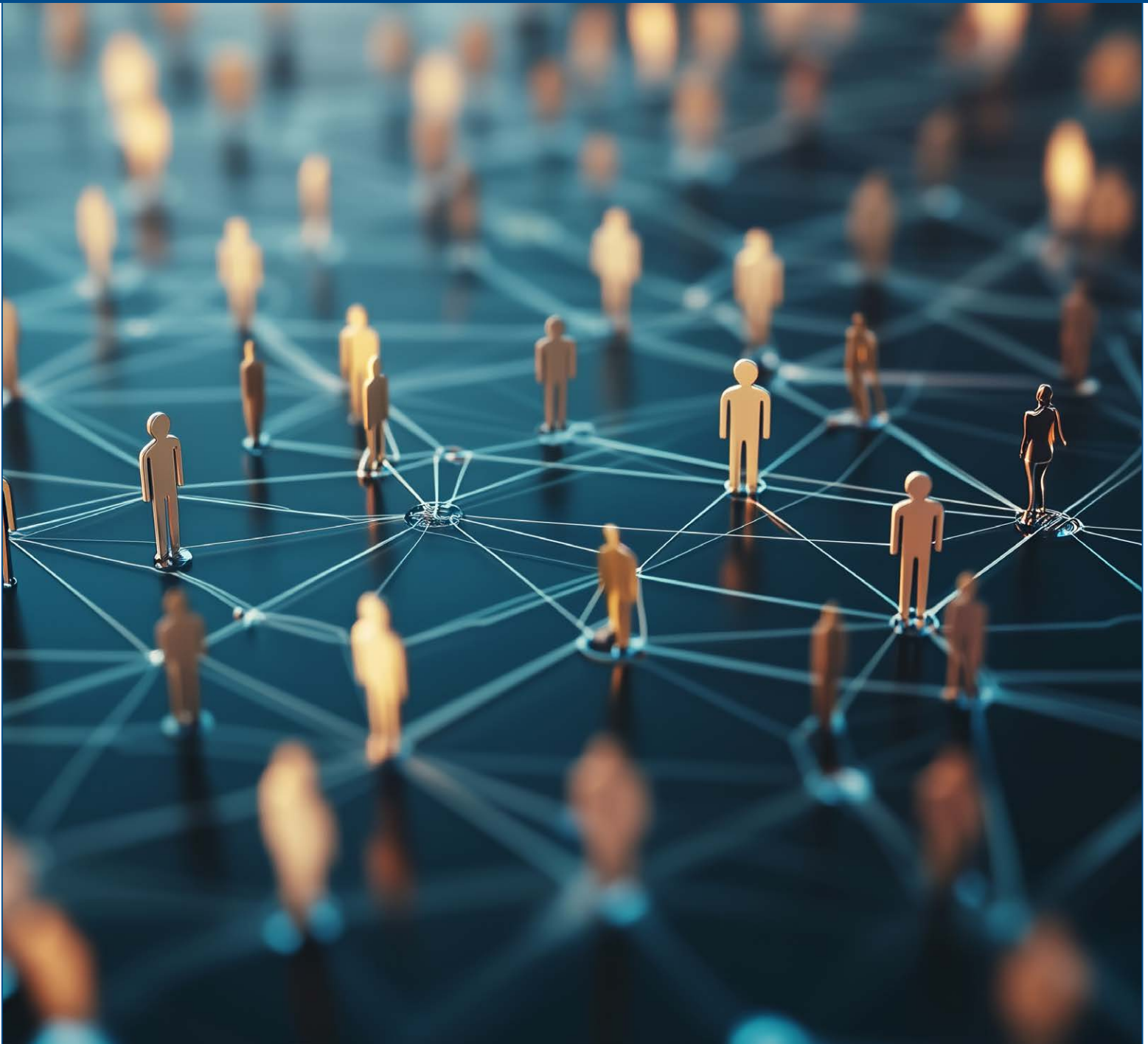


# **An Intentional Approach to Board Decision Making:**

Practical Tools to Make Better and Fast Decisions

A Governance Institute Strategy Toolkit • Spring 2025





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# Introduction

The healthcare industry faces a rapidly changing environment of new and different challenges. These include increased competition from new market participants, payment reforms, changes in technology, increased costs, labor shortages, and regulatory demands, just to name a few. Hospital and health system management teams and boards are under pressure to move even faster to meet these challenges or adapt to them. This culminates in a need and desire to make decisions faster.

The pressure to move quickly can increase the risks inherent in decision making. Decisions made without adequate information or consideration may not yield the desired outcomes. Rushing decisions to meet this pressure can lead to choices made with insufficient information and consideration. The belief that “we don’t have time” can lead to sacrificing decision quality for speed.

Making matters more challenging and complex, moving quickly can prevent the board from fully demonstrating it has met its fiduciary duty of due care. Board members perform their duty “by using good faith and that degree of diligence, care, and skill which ordinary, prudent persons would exercise under similar circumstances in like positions.” A board demonstrates it is meeting those obligations when the minutes reflect it has all information reasonably necessary to act, has asked questions, sought the input of experts as needed, and had a thoughtful and meaningful discussion before acting. The desire to move fast could result in either denying the board the actual opportunity to do these things, or more likely, missing the *opportunity to demonstrate* it has done these things. In the event an external party or regulator challenges an organization’s decision, the board and management team will have to lay bare all the information and documents they relied upon when making the decision and the substance of their deliberations.

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**The pressure to move quickly can increase the risks inherent in decision making. Rushing decisions to meet this pressure can lead to choices made with insufficient information and consideration. The belief that “we don’t have time” can lead to sacrificing decision quality for speed.**

A nightmare scenario might result if a decision appears to be one taken in haste, where not all material information was provided to the board, or where there was not sufficient analysis, discussion, or debate, and the board merely approved the decision without demonstrating they tested the decision in the minutes or otherwise. If there is no proof in the minutes, the board risks being labeled the dreaded “rubber stamp” and facing allegations it did not perform its fiduciary duty, which carries potential legal consequences. In addition, even less is written or talked about the consequences management faces if the board is not given the opportunity to perform their fiduciary duty.

Often, these manifest in personal consequences or personnel decisions. Showing and documenting that a robust decision-making process took place can lessen or eliminate these risks for both the board and management personnel.

While boards and management teams must move and make decisions faster in today's environment, a fast decision and a good decision are not mutually exclusive. Neither is a fast decision and one that allows the board an opportunity to discharge its fiduciary duty. It is possible to apply an intentional effort to an organization's approach to decision making, so that when a decision is needed, it can be a fast decision, as well as a good one, that shows the board did its job and fulfilled its fiduciary duty to the organization.

This toolkit provides examples of tools healthcare management teams and boards can use to help achieve good, fast, and well-documented decisions. While the tools are useful to further intentional efforts, no single tool by itself will allow an organization to meet that goal. It cannot be emphasized enough that an organization's success using these tools depends entirely on the tone at the top. The board chair and CEO must be involved in leading and championing the improvement of speed and rigor in decision making in order for these tools to help boards succeed in these goals.

# An Intentional Approach to Board Decision Making

**D**ecision making is a robust area of study. It involves the intersection of data collection and statistical analysis with human physiology, neuroscience, psychology, and behavior. It is a cross-discipline studied by economists, statisticians, neuroscientists, behavioral scientists, and psychologists. Many may be familiar with the contributions made by mathematician John F. Nash, Jr. Ph.D., whose story was popularized in the 2001 movie, "A Beautiful Mind," and Daniel Kahneman, Ph.D., social psychologist and author of the best-selling book, *Thinking Fast and Slow*.<sup>1</sup> In addition to the years and volumes of academic literature, there is an added body of literature offered by non-academics about the topic that is equally worthy of consideration.

The sheer amount of study leads to one obvious conclusion: decision making is a truly complex undertaking. It can be intuitive at times, and counterintuitive at other times. Bias in the form of a "gut instinct" can aid a decision, and other times can hinder it. The same data can be interpreted and used to support opposite conclusions. The complexity only increases when there are numerous people involved in the decision-making process. Why should this matter to management teams and boards and what can they take from it?

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**It is possible to apply an intentional effort to an organization's approach to decision making, so that when a decision is needed, it can be a fast decision, as well as a good one, that shows the board did its job and fulfilled its fiduciary duty to the organization.**

The notion of a perfect decision is a myth. We will never have complete information or perfect analysis. However, in the case of decision making, "the perfect is the enemy of the good." Simply because perfection is unattainable does not necessarily mean it is pointless to try to improve. The demands of the healthcare environment require it. Acknowledging the inherent complexity of decision making among a group of people like a board of directors may prompt organizations to embrace opportunities to improve their decision making and be more intentional in those efforts. And in fact, there are some simple efforts management teams and boards can take to structure their decision-making process, improve the quality and speed of decisions, and improve on documenting how the decision was made.

1 Daniel Kahneman, *Thinking Fast and Slow*, Farrar, Straus and Giroux, 2011.

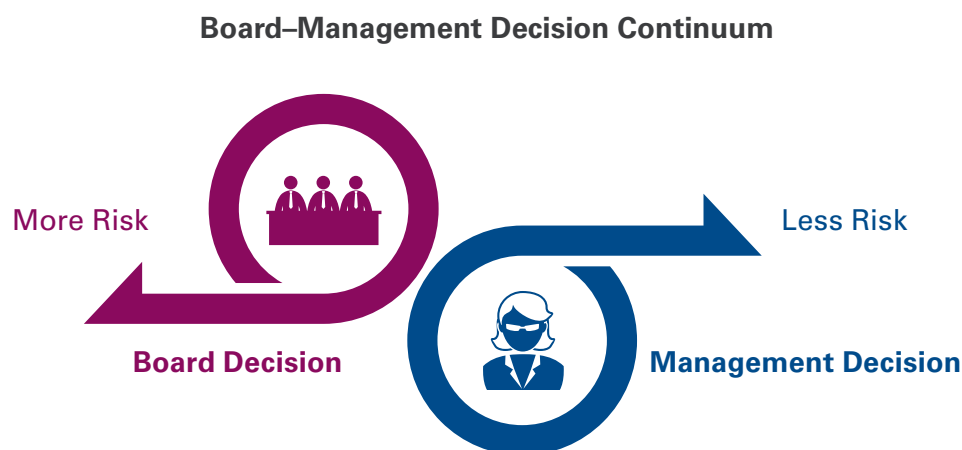


## First Things First: Whose Decision Is It?

Sometimes the first question is whether a decision is for the board to make or approve, versus one for management to make without input from the board. The question is frequently posed as, “Does the board need to approve this?” Organizations benefit when they clearly articulate the criteria that apply to determine which decisions are for the board to make, which decisions management can make, and the level of participation required by the board for decisions. The difficulty in practice is that decisions do not always fall neatly into one category or the other; instead, they tend to fall along a continuum.

At one end of the continuum are decisions that are solely for the board to make (e.g., hiring the CEO or whether to effectuate a merger). At the other end are decisions that are solely for management to make (e.g., buying supplies or hiring personnel). Along that continuum, there are decisions that involve and require participation by both management and the board. The role each plays with respect to a decision may differ depending on where the decision falls on the continuum.

Where a decision falls on this continuum usually corresponds to the level of risk the decision presents to the organization. Each of these will be different for every organization, based on a variety of factors.



Additionally, it is useful to consider board participation along that same continuum. Rather than pose the question as all-or-nothing—“Does the board need to approve this or not?”—the better question to ask is, “What level of participation should the board have in this decision?” In general, important and impactful decisions will benefit from some level of board discussion, whether it be a formal approval or a discussion to double check the thinking behind a decision to ensure it was made well. This type of check should not be interpreted as a lack of the board’s confidence in management’s ability or judgment for two key reasons:

1. It is the board’s job as fiduciaries to validate decisions.
2. Checking other’s work is a key principle of high reliability, a popular management philosophy embraced by healthcare organizations to reduce or eliminate patient harm.



In addition, shifting the question away from an all-or-nothing proposition to one that considers a continuum recognizes that the level of board participation in a decision can and will vary, and usually corresponds to the decision's importance or the amount of risk it presents. An additional upshot of this approach is the base proposition that board participation is necessary as a default, until determined otherwise. It places the question *first*, as opposed to being considered as an afterthought.



One effective tool organizations can use to confront and overcome these questions is to adopt a policy or matrix that defines the level of participation required by the board in decision making. That policy or matrix can eliminate confusion about what decisions should be brought to the board for discussion. It can also define the level of participation the board must have for certain decisions (e.g., requiring management to discuss certain decisions with the board before making them). In developing that policy or matrix, management and the board should engage in thoughtful discussion with one another to establish expectations, cognizant that the board cannot fully delegate its fiduciary duty and must always retain some level of oversight. The guiding principle in any policy should be that the board must be given the opportunity to exercise its fiduciary duty. A good policy will define decisions that are fiduciary in nature and for the board to make, and those that require board input and assent before they are made. If there is a question about whether the board should make, or weigh in on, a given decision, the CEO should discuss the matter with the board chair and they should collectively decide. Any lingering questions should be referred to the board's governance committee, or the full board, for resolution and clarification or revision to the board's policy. (See Appendix 1. Lines of Authority between Board and Management Policy; and Appendix 2. Governance vs. Management Matrix.)

There may be instances where an organization has a significantly impactful decision to make. In these cases, the management team spends a significant amount of time and effort to diligently consider all the alternatives and information. It might engage experts to help perform a thorough and well-reasoned analysis. Management and/or the experts are likely to produce data or reports showing the analysis and conclusion about what it believes is the best course of action for the organization. The analysis may show that the best course of action is self-evident and the upsides and benefits of one choice outweigh the downsides and risks of another. In these circumstances, a notion could arise that because the decision is self-evident, the board would not disagree with the proposed course of action, and board review or approval may not be needed. Or, since

management's analysis has concluded that the decision is an obvious one, the board does not need to review it or spend much time, if any, discussing it, and board approval of the decision is a mere formality. In circumstances like this, organizations should take intentional efforts to avoid this pitfall by expressly specifying the board's participation in a decision, even if it is one the board is likely to support, and especially for decisions where it may seem like board input and approval is a mere formality. Those efforts should consider the question, "How can the board demonstrate it met its fiduciary standard of care?" Even when the decision is an obvious one, efforts need to be made to demonstrate that the board participated and scrutinized it. The ideal standard is for the board meeting book and minutes to demonstrate that management provided all relevant and essential information to the board, including a detailed analysis; the matter was subject to an appropriate level of debate and discussion during the meeting; and that the board asked management questions and tested the analysis and recommendation before making a decision. Management could consider preparing a briefing document for the board meeting book that includes a standardized list of information. (See Appendix 3. Example Meeting Preparation Checklist.) Producing a briefing document where management "shows their work" allows it to satisfy its obligation to provide all relevant information and analysis to the board. At the same time, it also gives the board the opportunity to scrutinize the information and make due inquiry into the matter.

It is important that the approach be the same in those cases where the analysis is cut and dry and the outcome clear, as opposed to when it is less clear, as the goal is the same: to give the board the opportunity to perform its duties *and* reflecting that sufficiently in the minutes.

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**Taking a shortcut when the decision is a "no-brainer" is risky as it leaves the board and its individual members open to question whether they scrutinized the decision.**

### **Preparing for the Board Meeting**

Once a decision is identified as one that requires board input or approval, some intentional efforts to prepare for the meeting, and how the discussion is facilitated during the actual meeting, can provide significant benefits to making a fast and good decision. This preparation has two main goals:

1. To provide the board with the information it needs to make a good decision.
2. To document the material factors and information the board relied on when making the decision, thus allowing the board to show that it met its fiduciary obligations.

Once a board decision is needed, and its participation is understood, management should consider identifying the information the board will need to make the decision, the timing of it, and how to provide it. The nature of the decision itself will determine what information is relevant, and each circumstance is different. For example, some decisions might not have any fiscal impact, and therefore a financial analysis would not be necessary or relevant. (Refer to the Meeting Preparation Checklist in Appendix 3)

to aid in deciding what information to provide the board and take the opportunity to discuss among board leadership and management what information they believe is relevant.) Once the information the board needs is determined, a briefing document (typically either a memorandum or a PowerPoint presentation) should be compiled. It should provide sufficient background to the board, and all material details and relevant information in a succinct, comprehensive, and easy to understand manner. (See Appendix 4. Board Presentation Example.) This briefing should be provided to the board sufficiently in advance before the meeting (at least a week) to give them enough time to review and understand the materials and prepare for the meeting.

Depending on the time available, and the organization's governance structure and cadence, the matter may be referred to one or more committees, or it may be considered by the board over more than one meeting. Careful thought should be given to that question. If an effort has a strategic or financial imperative, does it need to go to a committee first? If it is a significantly consequential decision, will the board want time to begin the conversation and discussion in one meeting, and make its decision in another meeting later? Do any board committee charters require the matter to come before it? The board and management should discuss the board's preference in that regard and make efforts to meet those preferences. Once the governance path for a decision is understood, planning should take place to ensure the selected path is followed and if any special meetings are needed for the sake of timing.

Once the governance path is decided, intentional efforts regarding the meeting agenda can reinforce the above efforts. The agenda should clearly specify for the board what action it needs to take in that meeting. For example, if the topic is merely being introduced to the board to prepare it for a decision at a later meeting, the meeting agenda and any materials provided in the board meeting book should make clear that the item is an "information" item and the board is not acting. If the board is being asked to approve a matter, consideration should be given to drafting a proposed form of resolution the board would adopt, and that clearly specifies what the board is being asked to approve. Doing so has three benefits:



## **Time for Discussion**

Additionally, consideration should be given to making sure there is enough time on the agenda for discussion on the matter. For example, if the matter is a merger and the board is given only 10 minutes to discuss it, it might raise the question of whether the board carefully considered the matter before acting. It may also raise questions about why the board did not engage in much debate or discussion, and in turn, raise questions of whether management provided the board enough information to consider. Not allowing sufficient time in the meeting to discuss a decision may also run contrary to the efforts (discussed in more detail below) to create positive group meeting dynamics, allow the free exchange of ideas, and avoid groupthink. It is a widely accepted best practice to clear time in the meeting agenda by moving appropriate business into the consent agenda. Alternatively, for a decision that may require lengthy discussion and deliberation, good options include holding a special meeting to discuss only that item, or discuss it across multiple meetings. Again, advance planning and discussion between the CEO and board leadership regarding such issues are essential keys to success.

## **Board Chair Role**

Once the agenda is set, intentional efforts to facilitate the meeting can have positive impacts on the quality and speed of the decision. An empowered board chair plays a key role. One way the board chair does this is coordinating with management before the meeting to help devise a plan to facilitate the discussion at the board meeting. Topics for a coordination meeting between the board chair and management include:

- Reviewing any decision-making framework that will be used.
- Setting formal or informal meeting objectives or discussing facilitation strategies.

Additionally, the board chair and CEO can participate in training on, or review of, best practices in leading and facilitating meetings. This process can reaffirm the need to facilitate discussions about significant decisions more actively. It can include training on how to most effectively use specific tactics to increase board member participation in discussions, create psychological safety, and how to use a decision-making framework. Some of these strategies are discussed below.

## **Avoiding Groupthink**

Academic literature on board decision making views groupthink as a key risk. Strategies to avoid this during meetings will have the most impact if the structural framework for the discussion is established up front:

- Clarifying the board's role in the decision
- Giving the board the advance briefing document
- Creating sufficient time in the meeting for discussion
- Clarifying what the board is being asked to consider
- Identifying the key factors or considerations, either by using a decision-making framework or other tool

Once this important foundation is set, the board chair and/or CEO can apply their skills to facilitate the discussion and come to a decision more effectively.

An important first step is creating a psychologically safe space where everyone is comfortable sharing their thoughts, ideas, opinions, and viewpoints. Creating this safety might be as simple as the facilitator simply stating this intent and continuing. The facilitator might first acknowledge the importance and impact of the decision; then move to create psychological safety for management with a statement affirming the board's faith in management and acknowledging the effort that was put into preparing and developing the pre-reading materials and analysis. The facilitator can create psychological safety for board members by recognizing their effort in reviewing the materials and preparing for the meeting, and by expressly and explicitly asking them to share their thoughts, ideas and opinions, emphasizing that diverse opinions are expected and valued, regardless of expertise. This can help dispel the myth some board members feel that if they are not an expert in the area, they cannot make a meaningful contribution to the discussion. Further, if the decision is a judgment call without a clear right or wrong answer, the facilitator can create psychological safety by recognizing that and encouraging everyone to keep an open mind and use their best judgment. Finally, if a decision-making framework will be used, the facilitator should explain the framework briefly and how it will be applied.

### Create a Psychologically Safe Place



Where everyone is comfortable sharing their thoughts, ideas, opinions, and viewpoints.

Once the discussion begins, the facilitator may need to use intentional efforts to actively facilitate the meeting, monitor group dynamics, and avoid solely focusing on the substance of the discussion while still participating. They must “read the room” and apply interventions when needed to either refocus the debate, maintain or re-establish psychological safety, calm any spirited debate that may not be accretive to the decision, keep the discussion on topic, and encourage full participation by all board members. Sometimes facilitating the meeting, rather than participating in the discussion, becomes the priority.

During the meeting, if the facilitator notices one board member has not shared any thoughts or opinions, they could ask that board member specifically if they have any thoughts they would be willing to share. Facilitators can spur or energize a debate that lacks momentum by asking a provocative question. They might consider scripting the first few questions with the CEO to prime the discussion. Other tactics involve arranging (with the CEO's support) to have one or more board members serve as designated contrarians or “devil's advocates” whose aim is to challenge the thinking of the broader group, albeit in a productive, collegial way. They could be asked to look for and question inconsistencies that arise or challenge any assumptions that may not appear to be consistent with the organization's mission, vision, and values.

It is also important to confront cognitive and behavioral bias to facilitate good decision making. The facilitator can address bias by acknowledging how it contributes to systemic errors in thinking that affect decision making. These biases are a natural part of the human condition and are neither inherently good nor bad. At the same time, it is important to ensure bias does not unduly influence decisions and to take efforts to prevent it. While many strategies exist to combat bias, the two most readily available in a boardroom are to increase awareness and seek other perspectives. Group decision making confers those key benefits. Each board member should be encouraged to have an awareness of their own biases; they should also be aware of the biases of one another and help their fellow board members identify and confront them in a supportive fashion if any bias clouds thinking. Having each board member share their thoughts and opinions also combats bias, as hearing different perspectives while keeping an open mind can help an individual recognize their own biases and may prompt them to consider a change in their thinking. Using a decision-making framework or otherwise making the effort to expressly articulate the rationale and basis for any given decision, can help mitigate or eliminate the influence of bias.

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**The notion of a perfect decision is a myth. We will never have complete information or perfect analysis. However, in the case of decision making, "the perfect is the enemy of the good." Simply because perfection is unattainable does not necessarily mean it is pointless to try to improve. The demands of the healthcare environment require it.**

Finally, the facilitator should also be alert for signs of a lack of consensus and look for ways to foster it. This may involve pausing the debate to take a step back and align on the philosophy and priorities that serve as the foundation of the decisions. For example, if the group aligns on a premise that long-term considerations have priority over short-term considerations, or that patient experience has priority over cost, clarifying which is the priority can help focus the debate and the decision. A capable facilitator will also understand when to call the question after sufficient discussion has taken place, after all have been heard and consensus has emerged. Conversely, if no consensus is within sight, a good facilitator will know when it is appropriate to table the discussion for the time being with the intent to take it up at the next meeting.

Since each board's culture is different, not all strategies will be the same. However, once everyone in the room feels they can share their ideas and thoughts without fear, and begin to understand their viewpoints are welcomed, the discussion becomes most valuable. In addition, when an individual's viewpoints are heard and seriously considered by others, even if the decision is one they did not vote for, they may often feel good about the decision and be more likely to support it, since their input was taken seriously.



## Holding the Meeting

After all preparations have been made and the meeting begins, it is important for the board chair and management to follow the plan to facilitate the discussion. The chair could start with prepared remarks as noted above. These remarks can establish the philosophy or priorities that will guide the decision, help create psychological safety, review the decision-making framework, and/or meet any other objectives as needed.

Following these remarks, the board chair can turn the floor over to management to provide a short overview of the materials provided to the board in the board meeting book in advance and make any advisors or experts available. Either during or after that presentation, the board should ask questions and engage in discussion and deliberations. During board discussion, the board chair may need to remain actively engaged in facilitating the meeting, (e.g., keeping the discussion on topic, moving the discussion along when needed, deploying a strategy toward preserving psychological safety, reaffirming priorities and philosophies, and specifically asking another board member what they think).

During discussion and deliberations, the board chair can intentionally assess whether the decision-making framework is being followed and intervene as needed. The chair can ask the board to clarify the material factors and documents it relied upon if those are otherwise unclear. The board might also decide what post-decision review, if any, it wishes to have. This might mean asking management to return later to advise if the decision is meeting the criteria for success or failure. Finally, before taking the vote, the board chair should briefly review the proposed resolution (or motion) with the board and then call the vote.

**The Fiduciary Duty of Care** requires board members to have knowledge of all reasonably available and pertinent information before taking action. Directors must act in good faith, with the care of an ordinarily prudent person in similar circumstances, and in a manner he or she reasonably believes to be in the best interest of the organization.

## After the Meeting

### Meeting Minutes

After the board meeting, efforts should be made for the governance support personnel to promptly draft the meeting minutes. The goal is for the minutes to serve as the definitive document to show the board met its fiduciary duty of due care and that it acted within the reasonable person standard when making the decision. Ideally, the minutes should demonstrate the following:

- **Indicate which documents, reports, information, and analyses were provided to the board.** Often, those are already in the board meeting book, and if they are, it is sufficient to refer to them collectively as such. If other information (not in the meeting book) was shared during the meeting, the minutes should specify this.
- If **advisors or experts were present** in the meeting, state such and provide a general topical overview of the type of questions they answered, or analysis or recommendations they provided.

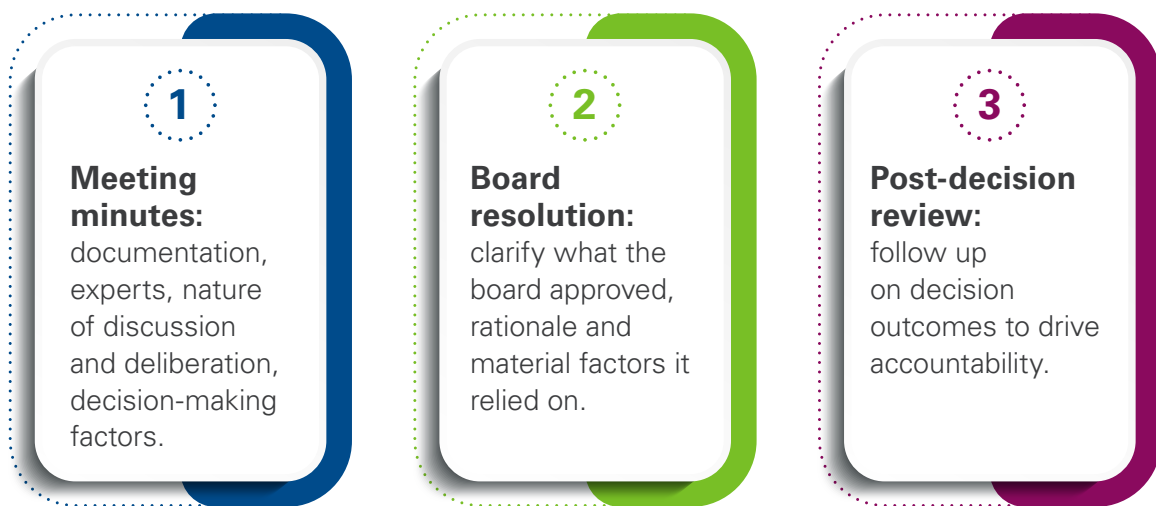


- **Characterize the length and nature of discussions with management and deliberations** without being overly specific.
- Memorialize the **material factors the board relied upon** in making its decision. (Refer to Appendix 6. Sample Meeting Minutes.)

While the need for this amount of detail might prompt minute takers to record the proceedings verbatim, this should be avoided. All that is necessary is to show that the board engaged in considered deliberation and evaluated the decision before making it. Even if the decision is one with objective data that shows the decision is self-evidently advisable with little or no potential downside, efforts should be made to capture that the board recognized the nature of the decision as such in the minutes.

As soon as the first draft of the minutes are compiled, they should be sent to the board chair, secretary, CEO, and legal counsel for review and to confirm accuracy. This should occur as soon as possible after the meeting while the details are still easy to recollect. Once they each have had the opportunity to contribute to the draft, the draft meeting minutes should be provided to the rest of the board ahead of the next meeting and placed on the agenda of the next meeting for approval. Once they are approved, consider having the board secretary sign them to attest to their accuracy.

#### After the Meeting To-Dos:



#### Board Resolution

In addition to the minutes, if the board approved a resolution at the meeting, the form of resolution should be completed as soon as possible afterwards. Again, it is worth emphasizing that the form of resolution can provide important clarity regarding what the board approved, and to document the board's rationale and material factors it relied on. (See Appendix 5. Sample Resolution.) If the board approved the draft resolution that accompanied the agenda item without change, the resolution should be sent to the board secretary for signature as soon as possible. If the board changed the resolution before it was adopted, the changes should be made and sent to the board chair, board

secretary, CEO, and counsel to confirm. The secretary should sign it only after they have all confirmed that the changes were made accurately. Additionally, the board meeting minutes should capture any changes the board made to any proposed resolution before the vote to adopt it.

### **Post-Decision Review**

After the decision is made, and the minutes and resolutions, if any, are completed, the board might consider conducting post-decision review or adding the decision to a decision register.

Post-decision review consists of management letting the board know, after a certain period of time after the decision was made, how it went. For example, if a proposed action involved a financial projection that would be achieved after a certain time, the board might ask management to show the actual financial performance once that time has passed, compared to the projection. This not only gives the board feedback on its decision-making capabilities to aid in improvement efforts, but also drives accountability for both the board and management. To make post-decision review effective, it is important to establish during decision making what metrics will measure success and failure, and to define what success or failure looks like. Nevertheless, if an organization does not currently perform some type of formal post-decision review, it should consider adopting this approach, which can include reviewing the last few years of board agendas to identify decisions for post-decision review and adopt a calendar for reviewing them.

A decision register is an emerging practice that not all boards may be familiar with. It is simply a list of the decisions the board has made, and very briefly lists the factors that drove the decision. A decision register is not meant to replace minutes or resolutions. Its primary purpose is to serve as a quick reference or reminder of prior decisions—what they were and why they were made. Having the register available, and consulting it when making other decisions, can promote consistency in decision making, especially when the two decisions may be similar or related. It helps keep the past decisions and the reasons why they were made front of mind to aid in making current decisions.

# Conclusion

**G**ood decisions and fast decisions are not mutually exclusive. Improving decision making should be a goal for any organization, and making intentional efforts in that regard does not have to be laborious or time consuming to add value. Consistent intentional efforts can allow the board and management to develop proficiency in using these skills which, over time, can become second nature. As those skills develop, the speed and quality of decisions will further increase, and the dividends of using intentional efforts to improve decision making will be quickly realized.

Using intentional efforts to improve decision making will also allow the board to fulfill its fiduciary duty of due care. Applying intentional efforts will result in the board having all information reasonably necessary to act, and encourage thoughtful and meaningful discussion before it acts. This gives the board the opportunity to exercise diligence and use care when evaluating or making a decision. Intentional efforts can also ensure that the board can demonstrate it has met those obligations in the minutes and all other governance documents.

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**Good decisions and fast decisions are not mutually exclusive.**

Boards that use intentional efforts to consider group dynamics and overall board performance while making decisions minimize risks that are more likely to present when decisions are made with haste and without enough time spent reviewing information and deliberating. These efforts allow all board members to fully utilize their expertise and fulfill their potential in their role, which was the purpose behind selecting them as board members in the first place. Using these tools, board participation, engagement, and performance will increase, to the benefit of the organization and to the satisfaction of the individual board members.

# Appendix 1. Lines of Authority between Board and Management Policy

<b>BOARD POLICY NO.:</b>	<b>SUBJECT:</b> Lines of Authority between Board and Management
<b>EFFECTIVE DATE:</b>	<b>CATEGORY:</b> Board Policy

Purposes:

1. To provide clarity on the division of responsibility between the [Name of Organization] Board of Directors (“Board”) and its Senior Management Team (“Management”);<sup>2</sup> i.e., an understanding between the two constituencies on matters which (i) merit Board action (and those that are principally the responsibility of Management), and (ii) enhance the sustainability of the [Name of Organization] Mission and the exercise of informed and good faith corporate governance.
2. To support the Board’s determination of whether and the extent to which its action is required or recommended on a particular matter, the Board may also adopt non-exclusive “levels of authority” for [Name of Organization].
3. This Policy assumes that Board/Management lines of authority generally, and division between authorization and review in particular, may often be subjective in nature. Accordingly, it is inherent in this Policy that the process to identify and implement lines of authority will require substantial discretion, and will benefit from periodic Board and Management review to adapt to change.

Policy:

1. *Matters for Which Board Authorization Is Required.* Board authorization is required for the following matters:
  - a. Powers reserved to the Board under state non-profit corporation law, subject in all respects to [insert statutory name, citation],<sup>3</sup> including:
    - i. Amendment of Bylaws [cite]
    - ii. Application of any part of capital surplus for reduction of a corporate deficit or any other proper corporate [cite]
    - iii. Change in the number of directors [cite]
    - iv. Filling a vacancy in the number of directors [cite]
    - v. Appointment to committees [cite]
    - vi. Election of officers; removal of officers; fill vacancy in office [cite]
    - vii. Determination of right to indemnification and advance expenses [cite]
    - viii. Approval of contracts or transactions in which a director has an interest [cite]
    - ix. Call special meetings of the members [cite]

<sup>2</sup> You may wish to define.

<sup>3</sup> This should track relevant provision of state non-profit corporation.

- x. Amendment of charter [cite]
- xi. Amendment to change the name of the [cite]
- xii. Restatement or reinstatement of charter [cite]
- xiii. Approve receipt of assets in an asset transfer [cite]
- xiv. Consolidation, merger, transfer of its assets, or acquisition of its stock in a share exchange [cite]
- xv. Approval of a merger with a 90 percent-or-more-owned subsidiary [cite]
- xvi. Abandonment of a proposed merger, consolidation, or share exchange [cite]
- xvii. Dissolution [cite]
- xviii. Acting as trustees of the corporation's assets for purpose of liquidation pursuant to voluntary dissolution or forfeiture [cite]
- b. Other powers not expressly provided by law but set forth in the corporate bylaws of [Name of Organization] ("Bylaws"), including:
  - i. Adopt a conflicts-of-interest policy (Bylaws §\_\_\_\_\_)
  - ii. Review conflicts-of-interest disclosure forms (Bylaws §\_\_\_\_\_)
  - iii. Develop a contract and payment policy (Bylaws §\_\_\_\_\_)
  - iv. Form Board committees (Bylaws §\_\_\_\_\_)
  - v. Approval of the annual report (Bylaws §\_\_\_\_\_)
  - vi. Provision of corporate seal (Bylaws §\_\_\_\_\_)
  - vii. Evaluate board performance (Bylaws §\_\_\_\_\_)
- c. Powers over corporate affiliates as reserved to the System parent organization (as set forth in the bylaws of such affiliates from time to time);<sup>4</sup>
- d. Powers and obligations set forth by federal law applicable to the boards of health system parent organizations;<sup>5</sup>
- e. Powers and obligations set forth under the Internal Revenue Code and Treasury Regulations applicable to health system parent organizations;<sup>6</sup>
- f. Approval of the annual operating and capital budgets;
- g. Approval of any incurrence of debt or other borrowing for an amount greater than 1 percent of net assets as measured at the end of the prior fiscal year;
- h. Approval of any acquisition, purchase, sale, disposition, or encumbrance of real property in excess of 1 percent of net assets as measured at the end of the prior fiscal year;
- i. Approval of any single expenditure for an amount greater than 1 percent of net assets as measured at the end of the prior fiscal year;
- j. Approval of any acquisition, purchase, sale, or other disposition of any entity, or any material assets of any entity for an amount greater than 1% of net assets as measured at the end of the prior fiscal year;
- k. Approval of any material additions, expansions, revisions, or deletions of a healthcare service;
- l. Selection of the independent auditor;
- m. The adoption or modification of executive compensation policies;
- n. Approval of extraordinary filings (such as certificate of need filings) to regulatory agencies.

4 May require close review of reserve of powers and affiliate relationships.

5 General counsel should be consulted on interpretation.

6 General counsel should be consulted on interpretation.

2. *Matters for Which Formal Discussion and Review with the Board Is Required.*

These matters generally include major management decisions that fall short of the threshold for Board approval yet which may be critical to the Board's exercise of oversight and supervision of management team effectiveness:<sup>7</sup>

- Approval of major "high level" policies applicable to [Name of Organization];
- Major transactions and/or other materially important business agreements, the terms of which fall short of the threshold for Board approval yet are integral to the implementation of the strategic plan (i.e., financing agreements, material license agreements and leases);
- Adopting or amending employee benefit plans;
- Responses to legal, compliance, and regulatory challenges that relate to general Board oversight matters; and
- The commencement of negotiations of transactions which may ultimately require Board approval.

<sup>7</sup> This list should be the byproduct of thoughtful discussion between board and executive leadership.

## Appendix 2. Governance vs. Management Decision Matrix

*This is one example; also refer to the template, [Governance Decision Authorities Matrix](#) for systems with multiple boards and levels of approval.*

*Key words to insert: recommend, approve, implement, monitor.*

Overall Direction (Mission, Vision, Values)	Governance	Management	Both	Recommended
Revise mission, vision, values				G
Determine annual goals				G
Monitor progress on goals				G
Determine strategies to achieve goals				B
Recommended policy				M
Approve policy				G
Implement policy				M
Change bylaws				G
Employ outside consultants (counsel, financial, etc.)				B
Ensure compliance with regulations				M
<b>Strategic Planning</b>				
Prepare strategic plan				M
Approve strategic plan				G
Approve strategic plan budget				G
Approve deviations from strategic plan budget				G
<b>Finance</b>				
Approve annual operations budget				G
Approve capital budget				G
Approve deviations from operating budget				G
Approve deviations from capital budget				G
Approve senior management travel budget				M



Board Effectiveness				
Prepare and administer a board self-assessment program				G
Prepare and approve a board orientation program				B
Recommended changes in board composition				G
Recruit new board members				B
Quality of Care				
Recommend criteria for credentialing				M
Approve criteria for credentialing				G
Recommend quality indicators				M
Approve quality indicators				G
Establish standards for quality of care				G
Monitor quality improvement program				B
Management/CEO				
Hire CEO				G
Specify CEO performance expectations				G
Develop CEO annual goals				M
Prepare CEO transition plan				G
Evaluate CEO				G
Operations				
Assess organizational problems and suggest solutions				M
Hire director of nursing				M
Approve a raise for director of the emergency room				M
Approve revisions in nursing career ladder				M
Terminate contract with health insurance carrier				B
Approve professional recruitment strategy				M
Secure a strategic alliance/ merger				B
Approve expansion of a program				B

# Appendix 3. Example Meeting Preparation Checklist

When any significant decision is needed, the following checklist of intentional efforts may be helpful to allow the board to make a well-informed decision and document it met its fiduciary obligations. (As you use this tool, refer to the Sample Meeting Agenda, Sample Board Presentation, Sample Board Resolution, and Sample Board Meeting Minutes [appendices 4–7].)

## **Determine the Governance Path the Decision will Take**

1. Will the decision be referred to one or more board committees before the board?
2. Which committees? What is their scope of review?
3. Will the decision be made in one board meeting or over the course of several meetings?

## **Setting the Agenda (Refer to Appendix 4. Sample Meeting Agenda)**

1. In the agenda, indicate whether the board will **approve** the action or whether it is for their **information**, and for decision at a later meeting.
2. Clear other matters from the board meeting agenda as much as possible, or place them into the consent agenda as appropriate, to create ample time during the meeting for the discussion.
3. Invite all appropriate personnel to the meeting: outside advisors, experts, internal analysts, etc.

## **Preparing Meeting Materials (Refer to Appendix 5. Sample Board Presentation)**

Prepare background briefing materials for the board, which might include the following information:

1. A brief statement of the proposed action.
2. What governance path the matter has taken: has a board committee reviewed it, and if so, what are its recommendations? Has the matter been discussed by the board previously?
3. The rationale for taking the action, including considering the organization's mission, vision, and strategic plan.
4. Details about the costs:
  - a. Consider providing a budget or financial projection of anticipated financial performance.
  - b. Consider performing a sensitivity analysis and advising of the results: how aggressive/conservative can this be while remaining sustainable?

5. Details about timing: when will the action/transaction be completed, implemented, etc.?
6. Details about impacts to operations, both positive and negative.
7. Details about impact to employees: jobs added or eliminated, impacts on collective bargaining agreements, etc.
8. Details about impacts to patient access, quality and safety, patient satisfaction, provider satisfaction.
9. What experts were consulted, if any:
  - a. Consider including copies of their reports or executive summaries in the board meeting book.
  - b. Consider having the experts attend the board meeting to answer questions for the board.
10. Any internal analyses that were performed and the results.
11. Any assumptions that were made or relied on for recommendations or conclusions.
12. Details about alternatives that were considered, if any. If no alternatives were considered, provide the rationale for such.
13. Details about diligence and other review(s) conducted.
14. The risks and benefits of taking the action.
15. The risks of not taking the action.
16. Whether there are any legal risks and has counsel been consulted?
17. What measures will determine success or failure and what type of post-decision review the board will have.
18. Details about any backup plans.
19. Conclude with management's recommendation, if it has one.

### **Preparation Prior to the Meeting (Refer to Appendix 6. Sample Board Resolution)**

1. The CEO meets with the board chair prior to the meeting to prepare for facilitating discussion at the meeting.
2. Establish specific objectives for the board's discussion. These might include:
  - a. Using the time allotted in the agenda.
  - b. Using a decision-making framework.
  - c. Articulating philosophies or priorities that serve as the foundation for the decision (e.g., long term has higher priority over the short term; quality and safety has higher priority than cost, etc.).
  - d. Discussing strategies to create a psychologically safe space where all feel comfortable sharing thoughts and opinions.

- e. Expressly encouraging diversity of thought and opinions.
  - f. Specifically encouraging any board member who is silent during the discussion to participate and share their thoughts.
  - g. Discussing strategies to avoid groupthink.
  - h. Ensuring the discussion stays focused on the question.
  - i. To conclude discussion at the appropriate time.
3. If a decision-making framework is to be used, review it together. (Refer to The Ethic Centre's [Ethical Decision-Making Framework](#) for an example.)
4. Review and edit the proposed board resolution that the board will be asked to consider approving at the meeting.

### **During the Meeting**

1. The board chair might consider beginning the discussion with a brief prepared statement sharing the objectives for the discussion and with an overview of the decision-making framework.
2. The chair, assisted by the CEO if necessary, should facilitate the discussion consistent with those goals and using the decision-making framework.
3. Once the decision is reached, when calling the motion to approve the measure or adopt the resolution, the chair could make efforts to articulate the material factors and documents the board relied upon.

### **Preparing the Minutes (Refer to Appendix 7. Sample Meeting Minutes)**

1. Draft meeting minutes should be prepared as close in time as possible from the day the meeting took place (ideally the next day).
2. The minutes should memorialize the documents and information given to the board; characterize the length and general nature of discussions with management and deliberations and the material factors and information the board relied upon.
3. Draft minutes should be sent to the board chair, secretary, CEO, and counsel for their review to confirm accuracy.
4. Draft meeting minutes should be provided to the rest of the board to confirm and approve at the next board meeting.

# Appendix 4. Sample Meeting Agenda

[Name], Inc. Board of Trustees [Directors] Meeting

[Day], [Time] [Location]

## AGENDA

<b>A. STANDING ITEMS</b>	<b>Time</b>	<b>Presenter</b>	<b>Action</b>
<b>1. Call to Order</b> Confirm Quorum Call meeting to order	1 min.	Board Chair	--
<b>2. Review Mission, Vision, and Values</b> <i>[attachment]</i>	1 min.	CEO	Information
<b>3. Safety Message</b> <i>[attachment]</i>	1 min.	CEO	Information
<b>4. Education: [Topic]</b> <i>[attachment]</i>	10 mins.	Varies	Information
<b>B. NEW BUSINESS</b>	<b>Time</b>	<b>Presenter</b>	<b>Action</b>
<b>[Item for Discussion/Decision]</b> <i>[briefing memo/presentation]</i> <i>[attach other info, advisor reports, etc.]</i> <i>[proposed resolution]</i>	[X] mins.	[Board Chair/CEO]	[Approve/Info]
<b>MOTION: to Approve the resolution accompanying the agenda item [specify action]</b>			
<b>C. OLD BUSINESS</b>	<b>Time</b>	<b>Presenter</b>	<b>Action</b>
<b>D. CONSENT AGENDA</b>	<b>Time</b>	<b>Presenter</b>	<b>Action</b>
Approve <i>[list attachments]</i> <i>[list reports]</i> <i>[Draft prior meeting minutes]</i>	5 min.	Board Chair	Accept/
<b>MOTION: to Approve the recommendations for action and accept the reports in the Consent Agenda.</b>			
<b>E. ADJOURNMENT</b>	<b>Time</b>	<b>Presenter</b>	<b>Action</b>
MOTION: to adjourn	1 min.	Board Chair	Approve

# Appendix 5. Sample Board Presentation

*The following can be put together as a document or slide presentation.*

## **Summary**

1. What is the objective of the presentation?

*To facilitate a discussion among the board, with all board members providing input, whether to:*

*DESCRIBE PROPOSED ACTION*

2. What are the relevant points of the presentation?

*PROVIDE A HIGH-LEVEL SUMMARY OF THE PRESENTATION THAT WILL FOLLOW*

3. What questions should the board ask? Some examples:

- Is this consistent with our mission, vision, and strategic plan?
- Will this provide increased access to needed services, improve clinical quality, patient satisfaction, employee satisfaction, and/or provider satisfaction?
- What are the costs? Will this decrease cost or increase efficiency?
- Will this allow our organization to achieve its annual organizational goals?
- What are the risks and benefits?
- What alternatives were considered? Why were they ruled out? Why was this chosen?
- What assumptions are we relying on?
- Has full diligence been completed?
- Was any bidding process used?
- Are there any legal risks? What are they?
- How can this go wrong?
- What are the measures of success? What post-decision review will the board have?
- What is the contingency if this does not work out?

## **Conclusion**

What is management recommending? What is the board being asked to approve?

Management recommends:

DESCRIBE HERE

# Appendix 6. Sample Board Resolution

**CERTIFIED RESOLUTION OF [ENTITY]  
BOARD OF TRUSTEES [DIRECTORS]  
Dated [date]**

The undersigned, being the Secretary of **[Entity]** ("Company") does hereby certify that the following resolutions were unanimously approved at a duly called meeting of the Company's Board of Trustees **[Directors]** (the "Board") on **[date]**, at which a quorum was present and acting throughout, and that such resolutions have not been rescinded or modified since the date of their adoption and remain in full force and effect:

WHEREAS, at its **[date]** meeting, the Board reviewed management's presentation ("Presentation") proposing to **[describe action to be taken]** (hereinafter the "Action");

WHEREAS, after having discussed management's presentation, the materials and information provided to the Board in the meeting book and during the meeting, **[the advice of any advisors or experts]** and giving due consideration to whether the Action ***[is consistent with the Company's Mission, Vision, and Strategic Plan; whether it will provide increased access to needed services, improve clinical quality, patient satisfaction, employee satisfaction, and/or provider satisfaction; whether it will decrease cost or increase efficiency; whether it allows the Company to achieve its annual organizational goals; the cost of the Action; alternatives considered; the risks and benefits of taking the Action, as well as the risks of not taking the Action];***

NOW, THEREFORE, BE IT RESOLVED as follows:

- 1). the Board hereby approves Company taking the Action based on following factors: ***[the Action is consistent with the Company's Mission, Vision, and Strategic Plan; the Action will provide increased access to needed services; the Action will improve clinical quality, patient satisfaction, employee satisfaction, and/or provider satisfaction; the Action will decrease cost or increase efficiency; the Action allows the Company to achieve its formal organizational goal of \_\_\_\_\_; the cost of the Action; alternatives to the Action; the risks of the Action in light of its potential benefits, and the risks of not taking the Action; and [add others]*** ("Material Factors"), and based upon the following key documents: ***[management's presentation]; [advisor's presentation]; [financial projection, business plan, or sensitivity analysis]; [etc.]*** ("Key Documents").
- 2). All members of the Board, and the respective officers and executive officers, and their designees, of **[Entity]** and all **[Entity]** affiliates are hereby directed and authorized to take all necessary actions to effectuate this resolution.
- 3). Any subsequent material change in the Material Factors, the Key Documents, or in the information or facts in the Presentation before the Action is taken shall require further review and approval by the Board.
- 4). The foregoing resolutions shall take effect immediately. All prior resolutions or parts thereof inconsistent herewith are hereby repealed.

---

**[Name]**

Secretary



# Appendix 7. Sample Meeting Minutes

## Minutes of Meeting of the Board of Trustees [Directors] of [Entity].

[Date]

The Board of Trustees [Directors] of [Entity] met on [Date], beginning at [time].  
[Name of Chair], Chair, presided.

**Board Members Present:** [List]

**Also Present:** [List members of management and advisors or experts present]

---

### A. STANDING

#### 1. Call to Order

A quorum having been established, [Board Chair] called the meeting to order at 4:00 pm.

#### 2. Mission, Vision & Values

[Board Chair] reviewed [Entity's] mission, vision, and values in the meeting packet as a reminder of these core principles.

#### 3. Safety Message

[CEO] shared a safety message that [summarize] and to emphasize [Entity's] commitment to patient safety, quality, equity, and experience.

#### 4. Education

[Name of presenter] provided a brief educational presentation on [Topic]. [Generally describe at a high level any question and answer session/discussion about the content and its relevance to the organization and the Board].

[Board Chair] thanked [presenter] asked if there were any additional questions. Hearing none, they turned to the next agenda item.

### B. NEW BUSINESS

#### 1. [Matter Requiring Discussion and Decision]

[Board Chair] began with brief remarks encouraging full participation by all Board members in the discussion and with an overview of the decision-making matrix the Board would be using as it considered the matter. They then turned the floor over to [CEO/Management] and asked them to provide an overview of [the proposed action or decision] the relevant background, an overview of management's diligence and analysis, and Management's recommendations. [CEO/Management] thanked [Board Chair] and proceeded to explain the

background, with reference to the materials accompanying this agenda item in the Board meeting book [as well as any other materials or information]. [CEO/Management] explained how [the proposed action or decision] is consistent with the Company's mission, vision, and strategic plan]; [the proposed action or decision] will provide increased access to needed services; [the proposed action or decision] will improve clinical quality, patient satisfaction, employee satisfaction, and/or provider satisfaction; [the proposed action or decision] will decrease cost or increase efficiency; [the proposed action or decision] allows the Company to achieve its formal organizational goal of \_\_\_\_\_; the cost of [the proposed action or decision]; alternatives to [the proposed action or decision]; the risks of [the proposed action or decision] in light of its potential benefits, and the risks of not taking [the proposed action or decision]. [CEO/Management] also discussed the following key documents: [advisor's report]; [financial projection, business plan, or sensitivity analysis]; [etc.]. [CEO/Management] provided an overview of management's diligence and analysis, as well as the analysis and advice from [expert or advisor].

[Describe at a high level the discussion that took place:

- Capturing the relative length of discussion, short or long (e.g., "a lengthy discussion took place").
- Whether the Board asked questions to clarify and understand certain matters (e.g., "questions regarding [generally describe] were raised, and answered").
- Note any concerns that were raised (e.g., "concerns about [describe] were raised" and efforts to satisfy or address those concerns).
- Note whether any discussion around any key factors (e.g., consistent with mission, vision, and strategic plan; increase in access to needed services; improvement in clinical quality, patient satisfaction, employee satisfaction, and/or provider satisfaction; decrease in cost or increase in efficiency; achievement of formal organizational goal; cost; alternatives; risks and benefits) took place.
- Reports from, or discussions with, any advisors or experts present in the meeting.
- How success would be measured.
- How management would report back on results or how the Board would continue to oversee the matter.]

[Describe how the Board followed or used the decision matrix.]

At the conclusion of discussion, consensus began to emerge that the Board was in support of [the proposed action or decision]. The [Board Chair] then turned the Board's attention to and reviewed the proposed resolution accompanying this agenda item in the Board meeting book. They asked if there was a need to modify the resolution based on the discussion.

***Action: A motion to approve the resolution to approve [the proposed action or decision] which accompanied this agenda item in the Board meeting book, amended as follows: [describe any changes] was made, seconded, and approved.***

The Chair thanked the Board and Management for the discussion and turned to the next agenda item.

**C. OLD BUSINESS**

**[Item]**

**D. CONSENT AGENDA**

The Board Chair turned the Board's attention to the items in the consent agenda included in the meeting materials included in the Board meeting book and asked the Board if there were any questions or need for discussion on any of the items included in the consent agenda.

Hearing none,

ACTION: A motion to accept the reports contained in the consent agenda, and approve all other recommendations for action made therein, was made, seconded, and unanimously approved.

**E. ADJOURNMENT**

There being no further business, the meeting was adjourned.

Respectfully submitted,

[Name], Secretary