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Board Recruitment

AN INTENTIONAL GOVERNANCE GUIDE: TRENDS, TIPS, AND TOOLS

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Introduction and Background

Five years ago, The Governance Institute published its signature publication, *Intentional Governance: Advancing Boards beyond the Conventional*.¹

The premise and concept of Intentional Governance are straightforward: if we want a better, high-performing, accountable governing board, we need to take deliberate “intentional” action to achieve this goal. Success rarely happens by chance. This is true for most things in life: athletes, students, business corporations—even marriages. It usually requires time, willingness, focus, and effort.

The same goes with governance. If we want to build and achieve a talented, highly effective board, it takes work and intent. First, we must want it: aspire to have a high-performing, better governing board. Then, we must act: take the deliberate, willful, “intentional” action steps to get there. We define Intentional Governance as: deliberate and intentional processes addressing board structure, dynamics, and culture that enable the board to realize its highest potential. The examination is about who is on the board and why; it is about how directors interact with each other and how they interact with management; it is about how the board uses its time, how it establishes its priorities/agenda, and how it measures its effectiveness. It is about governing with intention.

Intentional Governance: Seven Essential Elements

Intentional Governance is the byproduct of a simple, but important question: what makes an effective board? During our research, we identified seven essential elements of governance, each an essential part of the organization and operation of a “good board.” These seven elements include:

1. Board recruitment
2. Board structure
3. Board culture
4. Education and development
5. Evaluation and performance
6. Continuous governance improvement
7. Leadership succession planning

This Intentional Governance Guide addresses the first element, board recruitment. Each guide in this series is designed to provide takeaway tools and assist readers in developing customized Intentional Governance plans related to each of these seven essential elements.

¹ Sean Patrick Murphy and Anne D. Mullaney, The Governance Institute, 2010.

Exhibit 1. Intentional Governance Spectrum



Board Recruitment

Of all the seven elements or “pillars” of Intentional Governance, none has changed or gained importance in these last five years as much as board recruitment. These changes represent and indicate the increasing recognition of governance as a significant force during this time of “change management” in healthcare. The importance, and challenge, of recruiting the very best board talent is now almost universally recognized in healthcare.

Board recruitment is the first element of Intentional Governance and for obvious reasons. A good board starts with good directors who are not only willing, but able to guide the board and oversee the healthcare organization, and to take governance, and its duties and responsibilities, seriously: to build and operate a high-performing board.

In *Intentional Governance*, we recommend that governing boards consider developing a “board recruitment plan” and that such a plan address and include important factors when recruiting directors, including considering both the board’s needs and the underlying healthcare organization’s needs for leadership talent (based on the strategic plan); evaluating seriously the training, education, and experience of each director (in relation to board and organizational needs); the value of conducting a “stakeholder analysis” to make certain the board’s and director’s composite skillsets are sufficient to fulfill and discharge duties and obligations to stakeholders; and, finally, maintaining diverse community representation. All together, this activity requires ongoing talent management.

Intentional Governance Assessment: Board Recruitment

Please indicate your level of agreement with each item.

	Strongly agree	Agree	Neither agree nor disagree	Disagree	Strongly disagree	Don't know/not applicable
The board considers the organization's needs first when recruiting directors (i.e., correlates the organization's current and future plans with directors' competencies and skills such as risk, clinical integration, quality and safety, etc.).						
The board selects new director candidates from a pool that reflects a broad range of diversity and competencies (e.g., race, gender, background skills, and experience).						
The board has written requirements for training/education experience for potential directors.						
The board considers the various needs and perspectives of key stakeholders (patients, employees, the community) when recruiting directors.						
The board has adequate representation from the community and strives to maintain community representation.						

Intuitively, one need not reflect deeply to consider the overall importance of board recruitment; after all, a board is only as good as its directors and the starting point for this is, without doubt, board recruitment.

A New Demand for Board Talent

The value of board talent and “strong, effective governing boards” became manifest in these past five years. Healthcare organizations are not merely paying “lip service” to the importance of board recruitment. There has been a dramatic shift in both attitude and practice about board recruitment, some of which is a result of the following.

Strategic Competitive Advantage

Governance Institute research conducted in 2010 and 2012² showed that boards were beginning to recognize the need to transform themselves and search for new and different talent in response to the changing healthcare delivery system. Healthcare organizations gain a strategic competitive advantage by having a strong governing board.

Human Capital/Talent Management

Healthcare organizations (like other industries) recognize the value of human capital as the most significant organizational asset. Hospitals and health systems recruit fiercely for the best talent, from CEO and senior management to rank-and-file employees. However, this was not always the case, and the need to recruit fiercely in the same way for board members is becoming ever more intense.

A Shortage of Board Talent

Governance Institute and other research indicate an ongoing shortage of people willing to serve on boards.³ Perhaps more importantly is that governing boards are increasingly reporting difficulty in retaining board members as well. Together, these converging trends are troubling as they suggest a potential “systemic problem.” These include:

- Have hospitals and health systems lost their community engagement?
- Do people value their community hospitals as they have for years, as an indispensable, charitable asset?
- Are people just getting too busy to find time to serve on their local hospital boards?
- Have healthcare governing board meetings changed to meet the times? Are the meetings vibrant, engaging, and fully taking advantage of technology?

2 The Governance Institute conducted surveys of member CEOs and board members from non-profit hospitals and health systems across the U.S. in 2010 and 2012, results of which were published in *Intentional Governance (2010)* and Sean Patrick Murphy, *Board Recruitment and Retention: Building Better Boards Now...and for Our Future* (The Governance Institute, 2013).

3 *Board Recruitment in the Non-Profit Market* (research study), Booz Allen Hamilton, 2002; *2014 Nonprofit Trends to Watch*, National Council of Nonprofits, 2013.

Wanted: Younger Directors

Healthcare organizations are increasingly recognizing a need to recruit younger talent, which is becoming more difficult due to many reasons, including more dual-income families that are struggling to balance family and workplace demands.

Technology and Governance

The next generation of board talent will want more: using technology to have “meetings without meeting.” CEOs, governing boards, and board leaders who identify and embrace generational diversity today will likely recruit and retain the very best directors tomorrow.



Multi-Generational Boardroom

The “internal” demographics of healthcare governance are also changing as we begin to embrace “multi-generational” governing boards: board members who sometimes have different values and who sometimes think and learn differently.

Responding to the Demand for Board Talent

Many healthcare organizations have begun to experience the “board talent shortage” and are responding in a variety of ways:

1. **Board talent pool:** Many healthcare organizations are generating “board talent pools,” often in the form of advisory boards, and also populating board committees with non-board members. This can be a source to develop talent—the organization benefits from their talent and skills and the non-director becomes familiar with the organization and how it conducts business. Some healthcare organizations invite advisory board members to attend certain board meetings (sometimes on a monthly rotating basis). Some also encourage former board members (some of whom had to leave due to term limits) to stay on the advisory board so that the organization can continue to keep seasoned, valuable former board members engaged. Finally, a board talent pool may provide another important valuable benefit: to act as a “community bridge” as hospitals and health systems shift focus to value-based, patient-centered care across the population.
2. **Directors without borders:** Several organizations are now more actively going outside and beyond their “traditional service areas” to recruit talent. Almost 30 percent of healthcare boards are going, or are planning to go, outside their service area to recruit new board talent. Just like recruiting for executive management, it can be beneficial to look beyond the local region to find the best directors.
3. **Seeking professional help:** Another trend is for hospitals and health systems to engage professional search firms to vet candidates and recruit people with the board’s needed skills and competencies.

4. **Compensating directors:** Another slow but consistent trend is director compensation. Once almost unheard of, more organizations today are able to make the argument that the combined shortage of directors and increased demands on the board (legal and otherwise) help justify the decision to compensate hospital and health system board members for their time and efforts. (Note: hospitals and health systems that are considering board compensation should work with trained consultants and legal counsel to remain legally compliant.)

With these trends and challenges in mind, we turn to the steps boards can take to develop an effective board recruitment plan.

Board Recruitment and Development Plan

The board should not be looking at a generic “prescription” or list of board member skills and competencies and then attempt to fill the board with those who fit the prescription. Every organization is different and the needs of each organization are unique. The board should take care to focus its recruitment and development efforts by looking at the needs of the organization *first*, by identifying the organization’s needs as a whole (considering the mission, vision, and strategic plan, how the organization is performing against goals, areas of weakness, etc.). This is where the board’s strategic planning process intersects directly with board recruitment.

Strategy and Innovation: Does Your Board Have the Right Stuff?

Strategy and strategic planning is nothing new to healthcare. However, for many years, hospital and health systems were “immune” to several important and basic market forces. Today this is no longer the case and the strategic requirements of the industry can be especially problematic for hospitals and health systems that follow the hospital-centric strategic planning patterns of the past. While hospital infrastructure, growth initiatives, and quality and financial performance remain exceedingly important, hospitals and health systems have to face some serious questions about the future, both in terms of the hospital’s/health system’s role in an accountable care environment, as well as the impact of emerging technologies, care coordination, “new competitors,” and population health.

The organization’s strategic plan and vision ultimately become the foundation upon which the board considers the kinds of competencies it will need to see the plan out and enable the organization to reach its long-term goals.



Strategy Questions to Consider

What is our core business? Do we need to or should we reconsider this?

Have we looked at our hospital/health system mission statement in the past year? Based on our core business (and if that has or will change), is our mission statement still relevant or do we need to update it?

Does population health “compete” with the acute/post-acute enterprise? What is or will our role be in the population health management of our community relative to other providers in our community?

What market share-related concerns regarding population health issues should be on our radar (i.e., reduced inpatient volume, productivity measurements, risk-based payment contracts, etc.)?

How do we deal with the bottom line while being in the business of caring for the sick and injured and simultaneously decreasing demand for existing/inpatient services?

Are there new competitors entering or preparing to enter into the market that can disrupt our pace and plans to promote population health, while we continue to plan for and provide acute/post-acute care?

Do we have the board talent necessary to compete with others that are entering or already in the population health market?

Most hospitals and health systems are inundated with important and significant issues that impact and relate to our traditional “lines of business,” such as acute/post-acute and outpatient care. For most hospitals and health systems, the questions are: Can we continue to provide quality and safe healthcare and compete and simultaneously “move fast enough” to claim some of the revenue that goes to those that plan to care for the healthy?

These are serious, thought-provoking issues that lend no obvious answers. Simply put, we are in the midst of a significant era of “change management”—yet, most hospitals and health systems have little time to digest the rapidly developing changes in healthcare, not to mention plan for them.

This is the core of the board recruitment issue—boards need more diverse skills, talents, and perspectives than they may have needed in years past in order to become agile and change in a smart manner to place the organization in a competitive position. Some of the new skillsets cutting-edge boards are recruiting for today are discussed below.

Second-Curve Competencies

The primary focus and benchmark of progressive healthcare governance today are board competencies, followed closely by a less appealing, yet very real, demand for accountability. What competencies—often referred to now as “second-curve competencies”—do governing boards need to lead in this time of change? The answer of course will be different for each organization.

Board Competency Questions to Consider

Are we looking seriously at “global-market” developments and their potential implications for our organization and local market? What is an appropriate, proactive response to these potential scenarios?

Healthcare technology and innovation start-ups are moving and developing at a historic pace. Do we need an innovation expert on our board or employed by the organization to keep up?

How will healthcare changes affect our hospital or health system—in the near term, and potentially the long term?

Is our healthcare world growing faster and larger than we thought? Are we ready to embrace uncertainty?

Who is looking toward the future, to protect and advocate for one of our community’s most important assets—its hospital or health system?

CEOs and boards come and go—but the visionaries are the ones who have left the legacy most of us take for granted: our hospitals, physicians, nurses, and healthcare providers. Who is looking out for the next generation?

Based on the answers to these questions, what second-curve competencies are missing on our board?

It is dangerous for anyone to generically “prescribe” second-curve competencies without considering hospital and health system strategy. That said, here is a list of some second-curve competencies, subject to your particular organizational strategy:

- Population health and chronic disease management
- Change management (including Lean/Kaizen-type culture implementation and continuous quality improvement)
- Technology (especially “small” such as e-health and wearables, and social media)
- Innovation (both small company and corporate)
- Banking (change management and strategic cost management; investment bankers with healthcare expertise)
- National healthcare experts (vision and expertise on a national scale)
- Corporate governance (national expertise in for-profit corporations)
- Systems management: experts on systems of care and reliability processes, and people who can move and change systems quickly
- Strategy and strategic planning (healthcare and national)
- Actuaries/risk-management
- Healthcare entrepreneurs
- Visionaries
- Medication management
- Team builders: people who can build board and management teams

Essential Planning Tool: Board Talent Management Matrix

Creating a board talent management matrix is a great way to ensure that the board will have the competencies it needs going forward. This matrix can be the basis of any board recruitment and development plan.

Exhibit 2. Board Talent Management Matrix*

Board Talent Risk Assessment	# Vacancies: _____ Skills lost: 1. _____ 2. _____ 3. _____ 4. _____	Satisfaction Survey: _____ % directors satisfied _____ % directors agree board is effective	Problems identified in one-on-one meetings with board chair: 1. _____ 2. _____ 3. _____ 4. _____	Employ search firm? Pros: _____ _____ Cons: _____ _____	Actions/deadlines: 1. _____ 2. _____ 3. _____ 4. _____
Talent Needs Based on Strategic Plan	Mission statement (updated?): _____ _____ _____	Strategic goals (short term): 1. _____ 2. _____ 3. _____		Strategic goals (long term): 1. _____ 2. _____ 3. _____	
Board Member Competencies & Gaps	Skills needed based on strategic plan: 1. _____ 2. _____ 3. _____ 4. _____	Other/new skills/attributes needed: 1. _____ 2. _____ 3. _____ 4. _____	# of current directors with strategic skills: 1. _____ 2. _____ 3. _____ 4. _____	# of current directors with other/new skills: 1. _____ 2. _____ 3. _____ 4. _____	Talent gaps: 1. _____ 2. _____ 3. _____ 4. _____
Talent Pool	# of directors needed for immediate gaps: 1. _____ 2. _____ 3. _____ 4. _____	Names/skills in current candidate pool (if applicable): 1. Name: _____ Skills: 1. _____ 2. _____ 2. Name: _____ Skills: 1. _____ 2. _____ 3. _____ 3. Name: _____ Skills: 1. _____ 2. _____ 3. _____		Decisions to make: How many people do we need to add to the candidate pool? What skills are missing in the pool? Where/how to find candidates?	Plan Implementation: Actions/deadlines: 1. _____ 2. _____ 3. _____ 4. _____ 5. _____ 6. _____

*To receive a copy of this matrix in spreadsheet format, please download it at www.governanceinstitute.com, or contact The Governance Institute at info@governanceinstitute.com or (877) 712-8778.

Once the Recruiting Is Done: Engaging and Retaining Board Members

Board Satisfaction

One cannot effectively address board satisfaction without talking—communicating—with the board. Some boards are working with consultants to construct specially designed “board satisfaction surveys” (including individual director interviews) to help board leaders and the CEO get a better sense of the board’s strengths and weaknesses, including director satisfaction.

Most boards that go through this exercise not only learn a lot about their boards and governance responsibilities, but also find it helpful for the governing board to then build a multi-year board education and development plan. Further, this is an important tool to help preempt dissatisfied directors and implement changes that can make meetings more valuable and engaging.

Board Satisfaction Questions to Consider

Does your board set aside dedicated time to take stock of how it is doing? Is this time well spent/sufficient or how can the board improve its efforts in this regard?

How does your board invest in its talent (i.e., what does it do to ensure board members feel their time serving on the board is personally valuable and time well spent)? One way to accomplish this is through a one-day annual “governance retreat” to provide board members the opportunity to take a satisfaction deep dive and brainstorm on how the board is doing and how it can improve.

Do the CEO and board leaders listen to, and learn from, the directors (e.g., ways to improve meetings)? (We recommend meeting with directors on at least an annual basis.)

Does your board benchmark and monitor its performance and satisfaction?

Does your board talk about its meetings, including how they can be improved? (A popular and effective solution is to conduct a five-minute meeting evaluation at the end of each meeting. The most important aspect of this is to act upon what is learned from the evaluations!)

When was the last time your board reviewed its meeting structure and agenda to make certain that meetings are valuable and engaging?

Board Education

Few would argue about the benefits of board education—especially during these changing times. However, high-performing governing boards are continually learning, asking questions, and obtaining information not merely on their own organization, but also on industry trends and developments.

Board Education Questions to Consider

Does your board take time for annual board education retreats?

Does learning continue during board meetings? (This is a telltale sign of effective meetings, when board members are not merely asked to review organizational performance, but when they are learning about cutting-edge industry trends and using that information to help frame strategy and policy.)

Does your board have a robust education program that provides a strong orientation program and individual director education plans and goals? (Note: every board member is different and has different training, education, and skills. It is very helpful for the CEO and board leaders to ask individual directors what would help them—what individual learning methods and topics would strengthen their role as a board member.)

Are your board meetings engaging? Have you asked your board members? A recent survey of one board disclosed that the governing board was highly engaged; unfortunately, the survey did not tell the whole story. When interviewed, individual directors confirmed that the board was highly engaged, but board meetings were not. Board members wanted more discussion, more meeting engagement, and more education, learning, and discussion to occur at board meetings.

Healthcare is in the midst of enormous, foundational change. And not unlike the healthcare industry itself, hospital and health system governance is also in the midst of fundamental change—boards are increasingly becoming an essential factor for organizational success. Thus, healthcare leaders are beginning a new journey to recruit directors with the skills necessary to move hospitals and health systems forward into an accountable, value-based healthcare system.

Boards must now view director recruitment as a significant part of the organization's strategy—continuous governance improvement through a proactive, rigorous process of pooling board talent that is ongoing and directly integrated with the strategic plan and future vision.

Organizations that put and place their talent in the front-end (on the governing board) are not only less likely to be surprised, but better able to partner with the CEO and management to help navigate the myriad challenges and changes happening in our healthcare delivery system.

Appendix A.

Sample Board Skills Matrix

(for customization)

Name of Organization: _____

Board's Strategic Imperatives <i>(edit as needed)</i>	Current Need	Future Need	Current/ Ongoing Need	Skills Currently Provided by: <i>(skills not exclusive to directors listed)</i>	Examples of Individuals Who Bring This Skill
Advocacy					Legislator; lawyer; public or elected official; marketing, media, or philanthropy expert
Construction/Real Estate					Architect; engineer; realty executive; developer
Governance Effectiveness					Lawyer; chief executive or consultant
Investment					Investment analyst/broker; banker
Finance/Accounting/Compliance					Finance or accounting officer; controller; banker; lawyer
Marketing/Communications					Market research or media executive
Healthcare Quality and Safety					Physician, nurse, or other healthcare professional; industry expert
Social Services/ Community Outreach					Social service or public health professional; clergy; civic volunteer leader; media executive
Revenue Streams					Health insurance payer/HMO executive; foundation executive
Strategy/Planning					Chief executive; planning/policy expert
Technology					Executive-level specialist from academia, business, healthcare
Workforce Development					Educator; HR professional; consultant; major employer
Cybersecurity					Computer scientist with experience in security and privacy
Consumerism					Executive-level manager from hospitality/customer-focused industry
Change management					Consultant, trainer, or other expert in this area
Innovation/transformation					Academic, consultant, or former healthcare executive with experience in this area

Appendix B.

Sample Competency-Based Selection Guidelines for Boards of Directors

(customize as appropriate for your board)

Core Competencies <i>Required of ALL board members</i>	Essential Competencies <i>Should be present in the board AS A WHOLE and, therefore, be strong attributes of one or more but not necessarily all members</i>	Desirable Competencies <i>These characteristics would be an asset to the board at the present time, given the strategic priorities</i>
A demonstrated commitment to the organization's mission, vision, values, and ethical responsibilities and to the communities and consumers we serve	Knowledge of, or ties to, the communities and consumers served by the organization (refers to broad knowledge of communities and consumers)	Particular knowledge of community benefit issues and health needs in the communities served throughout the region (e.g., needs of poorer communities and vulnerable populations)
A demonstrated willingness to devote the time necessary to board work, including board education	High-level executive experience in a business or educational organization	Managed care background or experience
A demonstrated capability to exercise leadership, teamwork/consensus-building, systems thinking, and sound judgment on difficult and complex matters that come before a governing body	Financial background and expertise	Legal background or experience
Personal integrity and objectivity, including no conflicts of interest that would prevent a board member from discharging his or her responsibilities	Experience and expertise in a healthcare field	Human resources, employee benefits, or executive compensation experience or background
	Physicians for the knowledge and perspective they bring	High level of community and regional visibility
	Diversity of experience, backgrounds, gender, and ethnic origin; representative of economically disadvantaged citizens	Quality assessment/improvement background or experience
	Knowledgeable about healthcare marketplace in our region and related issues potentially affecting our organization	
	Knowledgeable about post-acute care issues	
	Large non-public business experience (100+ employees)	
	Small business experience (less than 100 employees)	