Continuous Governance Improvement

AN INTENTIONAL GOVERNANCE GUIDE: TRENDS, TIPS, AND TOOLS

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Introduction and Background

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

The premise and concept of Intentional Governance are straightforward: if we want better, high performing, accountable governing boards, we need to take the 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

Intentional Governance Spectrum

This Intentional Governance Guide addresses the sixth element, continuous governance improvement. 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. Refer to the list of references at the end of this guide to access more information and resources.

Board Recruitment
Organizational needs · Board needs · Requirements: training/education, experience · Stakeholder analysis · Community representation

Board Structure
Proper size · Committee structure · Board role: clear definition, responsibilities/accountabilities · Distinction between managing and governing · Effective meetings

Board Culture
Clear behavior expectations · Encourage robust engagement · Mutual trust and willingness to take action · Commitment to high standards

Education & Development
Formal orientation · Formal board education plan · Education goals and process to meet goals · Resource allocation · Certification

Evaluation & Performance
Board assessment · Committee assessment · Director assessment/peer review · Commitment to making changes · Appointment/reappointment qualifications

Continuous Governance Improvement
Board mission statement · Track board performance · Evaluate efficiency/effectiveness beyond annual assessment · Continuous process analysis · Challenge and change culture

Leadership Succession Planning
Written policy statement · Leadership position descriptions · Selection criteria · Identification and development · Performance evaluation · Connection to recruitment

Continuous Governance Improvement

The Challenges

Continuous governance improvement (CGI) normally receives little attention from most boards. As expected, most boards spend their time governing the organization. (On average, 63 percent of board meeting time is devoted to hearing reports from management and committees and reviewing quality and financial reports, 26 percent to discussing strategic and policy issues, and 11 percent on board education.[1]) Boards regularly apply the concept of continuous improvement to the organization, but it is not a concept embraced by the board itself. We argue that it is wrong for boards to assume that organizational performance is a surrogate for board performance.

Fortunately, healthcare boards already have experience in continuous process analysis and improvement—notably, it's a common component of most hospital quality programs. Likewise, board members who work in business and industry are also familiar with the many varied continuous quality improvement programs and initiatives that exist. This guide provides the steps and tools needed to apply continuous process analysis and improvement to the board.

A Model of Self-Accountability

One question board members should ask themselves is: to whom are we accountable? Unlike most organizations and businesses, non-profit healthcare boards often have minimal accountability to stakeholders—patients, employees, physicians, and the community. Each of these groups of individuals are limited as to what actions they can take to hold a board accountable. Regulators and accreditory bodies also hold hospital and health system boards accountable, but by the time the organization has garnered the attention of regulators, the organization has already been placed at risk and it is likely too late for the board to have an opportunity to change.

CGI is at the crux of self-accountability. While boards understand that they are accountable to stakeholders and regulatory bodies, accountability to themselves must be the starting place. Boards that practice CGI regularly use vehicles, tools, and processes to document their effectiveness, improvement, and hence, accountability. Beyond enabling the board to improve its performance and thus better serve patients and the community, the documentation provided by the CGI process can protect the board from accusations of negligence.

The previous Intentional Governance Guide (and pillar) is on evaluation and performance. CGI takes evaluation and performance from a single, annual event and incorporates the assessment results into an ongoing process for improving governance performance throughout the year. It becomes engrained into the culture of the board and serves as a regular reminder that boards can always improve. To be an intentional board, it is necessary to look at performance improvement as an ongoing cycle rather than a single event in the span of a year on the board calendar.

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1   K. Peisert, *21st-Century Care Delivery: Governing in the New Healthcare Industry,* 2015 Biennial Survey of Hospitals and Healthcare Systems, The Governance Institute.

Intentional Governance Spectrum: Continuous Governance Improvement

- Board mission statement
- Track board performance
- Evaluate efficiency/effectiveness beyond annual assessment
- Continuous process analysis
- Challenge and change culture

A starting place for boards that do not yet have a CGI process in place is to complete the Intentional Governance Assessment below. For any areas in which board members mark an answer other than "strongly agree" and "agree," those represent the first items to address.

Intentional Governance Assessment: Continuous Governance Improvement
Please indicate your level of agreement with each item.

	Strongly agree	Agree	Neither agree nor disagree	Disagree	Strongly disagree	Don't know/ not applicable
1. The board has a formal board mission statement, vision, and values (separate from the organization's mission statement).						
2. The board has a formal process to continuously evaluate, monitor, and track its own performance and effectiveness (in addition to the annual or biennial self-assessment).						
3. The board regularly reviews its processes and procedures to evaluate their necessity and effectiveness.						
4. The board periodically discusses its perceptions and beliefs to determine if the board's culture is in line with organizational needs.						
5. Directors feel welcome to challenge and change board culture to best facilitate achievement of goals for both the board and the organization.						

Intentional Governance Solutions

Boards need a process that will enable them to regularly evaluate their effectiveness—beyond the annual self-assessment. Intentional governance means the governing board takes time to assess everything it does, at several points in time throughout the year.

Board Mission Statement

An important starting point to develop metrics and goals for a CGI process is the board's mission statement. What is the role and purpose of the board, relative to the organization? What is the vision or aspired future state for the board itself?[2] What goals and objectives should be put in place in order to achieve the board's mission and vision? The answers to these questions should shape the CGI process, goals, and objectives.

When we consider that, for most boards, governance is just "something that we do," and add the common assumption that if the organization is doing well then the board must be performing appropriately, it becomes a circular concept that can never be proven. In such an environment, it can be very difficult to make changes.

Tracking Board Performance

The annual board self-assessment and governance development plan should serve as the foundation or starting place for the CGI process. The goals identified from the self-assessment should be incorporated into the CGI plan, with dates set for progress reports, how the goals will be accomplished, and deadlines for reaching goals.

CGI goals and metrics tied to those goals should include behavioral measures of individual board members (e.g., showing up prepared for meetings; ability to ask root-cause/generative questions) as well as objective standards for the whole board (e.g., the board's committee structure is appropriate and effective; the board spends sufficient time during board meetings for strategic discussion rather than hearing reports). Some of these are addressed in the self-assessment; other goals and metrics can be developed from the answers to the threshold questions in the board worksheet above.

Just as the organization does, the board must look for objective standards for its own performance and track whether it is improving and at the right pace. Goals should be clear and specific as to what is to be accomplished, who will lead the effort, the board members involved, tracking mechanism for progress, and the timeline for completion.

Once the year is over and it comes time to take the self-assessment again, the board can review the new results against its CGI goals and prior year's assessment results to determine if improvement has been made, and set new goals for the coming year.

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2   More information on what should be included in the board's mission statement can be found in the Intentional Governance Guide: *Board Culture,* available at www.governanceinstitute.com/IntentionalGuides.

Developing objective standards of measurement and accountability is the umbrella concept of CGI. Start with the following threshold questions:

What is our job?

_____
_____
_____

What is our mission as a board?

_____
_____
_____

What are our board's values?

_____
_____
_____

What is our board's vision?

_____
_____
_____

What are our goals for board development in the near term and longer term?

_____
_____
_____

What are our development and education goals for individual board members?

_____
_____
_____

What are our development and education goals for the entire board?

_____
_____
_____

The answers to these questions begin to generate a platform for identifying what the board is versus what it should be doing, and the ability to know if board performance is improving, static, or receding.

Specific Performance Improvement Metrics

Boards must not be afraid to work with governance advisors and the management team to identify what they believe will be the best indicators of CGI. Beyond self-assessment results, review the board's recruitment and development plan, education plan, expectations, time commitment, reporting structure, meeting agendas, and so forth, to determine areas of CGI focus for the year. Track scores year over year, and then develop harder questions and higher goals. For example, in one organization, the board developed rigid standards and expectations for new board members. The newly recruited members were harder workers and more dedicated and willing to put in time and effort than the board members who recruited them. This board learned to set the bar high, and then set it higher.

Evaluating Effectiveness beyond Annual Assessment

Step 1. Annual Governance Effectiveness Retreat

In order to do CGI, boards must take time to address big picture questions and reflect on what they do and how well they do it, so that governance is not simply what happens by default but what is *intended.*

Most boards have an annual retreat with C-suite executives and physician leaders to review and update the strategic plan and vision for the organization. For self-assessment results, boards usually set aside part of a board meeting to review the results and then task the governance development committee to draft the development plan for the year. We believe that CGI requires more—it also deserves a one-day retreat with an outside facilitator. It can be in conjunction with the annual strategic retreat, on or off site but easy for people to get to, with the same advance planning and materials that would be developed for the annual strategic planning retreat.

Three primary assessment tools can be used for this retreat:

1. BoardCompass® self-assessment tool, which addresses board practices and basic expectations of all board members
2. Intentional Governance assessment, which addresses bigger picture issues such as structure, culture, the effectiveness of the performance evaluation process, meeting effectiveness, CGI concepts, succession planning, and recruitment
3. Answers to the threshold questions in the worksheet above

Use this valuable time to look and address the threshold questions and issues/areas for development identified in the board self-assessment and the Intentional Governance assessment. Identify what the priority areas are, and then identify potential goals for board performance improvement. Some goals will be obvious and immediate, related to the current state of the board's health such as recruitment and succession planning); issues and goals for CGI would be related to higher-functioning practices (e.g., diversity, engagement, ability to get into root-cause and generative discussion, meaningful and

ongoing board education, effective board meetings, and other areas of focus within the Intentional Governance pillars).

A retreat such as this is the beginning of a benchmarking process. It allows the opportunity to ask why board members rated items on the assessments the way they did. When this time is taken, and done by tapping into everyone's feelings and ideas, the facilitator is able to have a much more effective and deeper conversation.

Step 2. Develop the Governing Board Work Plan

Towards the end of the one-day retreat, boards can begin to construct a work plan concept, categorizing areas where the board wants to improve, and within that the process to include what, who, when, and how. The plan should include how the committees will be involved, as well as how to make sure the whole board stays engaged in the effort throughout the year.

Step 3. Identify Opportunities throughout the Year to Track Progress and Update Plan

This step is essentially where the annual assessment process turns into CGI. The annual retreat will be a waste of time if there is no follow up to the discussion and the development plan is not monitored to ensure that goals are being met.

The governance committee will "own" the development plan and be accountable to ensure that progress is being made, but it can't do so without the help and engagement of all board members. Time should be set aside at several board meetings throughout the year to review the plan and identify potential problems or barriers to achieving goals. Also, goals may need to be updated as board priorities adjust and change throughout the year. The governance committee should provide regular reports on development progress to board members prior to board meetings. If progress is on target, no discussion is necessary. If there is anything necessary to discuss, all board members should be empowered to ask that items of concern be placed on the upcoming board meeting agenda.

In addition, the board meeting evaluation is a ripe opportunity to apply the CGI process. When we attend board and committee meetings, it is essential that they are effective. Big picture, CGI-themed questions should be on the board meeting evaluation so that the board can dig deeper into whether the meetings are truly as effective as they can be.

Typical questions on the board meeting evaluation include:
1. Were the agenda items appropriate for board discussion?
2. Was the issue strategically important for the organization?
3. Was the issue clear?
4. Were alternatives presented and assessed?
5. Did we spend the right amount of time on the issue?
6. Was the outcome acceptable?

We recommend adding the following additional questions:
1. Was the format of the reports and board meeting materials received in advance of the board meeting the best format for disseminating information at the right level, in the right order of priority?
2. Are board members able to ask root-cause, deep, and generative questions, and make informed decisions?
3. Did all board members engage fully in the discussion?
4. How did this meeting fulfill and/or further our board mission, vision, and values?
5. How did this meeting allow us to move further towards fulfilling our CGI goals for the year?

The same questions should be asked of committee meetings. In addition, the board's committees should have the opportunity to ask and determine whether the work being done at the committee level is a good use of committee members' time, whether it is the type and scope of work that the board needs, how effective the committee reporting structure is to the full board, and whether any committee work being done is duplicative, should be done by the full board, or could be consolidated into another committee.

Continuous Process Analysis
A board that is constantly taking accountability for itself becomes effective and improves naturally, never allowing itself to become static. We consider individual director assessment a must-do. The main issue is not *whether* individual board members are evaluated and by whom and how, but whether they are able to communicate to the board chair and other board members about board performance as a whole. The feedback process must be mutual; directors as well as the full board must not be afraid to take a hard look at strengths and weaknesses and address the weaknesses head on by continuously asking how things can be done better, measuring, tracking, and never settling for good enough.

Challenge and Change Culture
Incorporating accountability and transparency into board culture is important, and possible to do, but not easy. Boards need to have top of mind the notion that they are accountable even though someone might not be in the boardroom scrutinizing. Boards must have a means of being transparent to the public, regulators, patients, and the community so documentation is there if there is a scandal, or a "never event" or incident of patient harm.

As Melanie Dreher, Ph.D., RN, Board Chair of Trinity Health and Dean of the Rush School of Nursing said, "In healthcare we aren't building cars, we are caring for people." The same is true in governance—we aren't building cars. Directly, or through oversight, there will be times when an organization will fail in some way. How will the board deal with it? Most of the existing scandals in the industry's recent history could have been mitigated had there been governance policies and procedures in place, and with boards

and organizations living and breathing those policies and procedures every day. There is no need to hide from the media if there is a policy to address it.

In preemptive and real situations, it can be very helpful to bring in an independent person such as an external advisor to conduct an assessment regarding an issue, problem, or controversy, or even conduct an audit of the board itself. A third-party, objective observer has an arms-length point of view and can uncover issues—and missed opportunities—the board cannot see on its own. An external advisor is also less influenced by internal political pressure. Like everything else in governance, the assessment should result in an action plan to build upon the identified strengths and mitigate weaknesses. Finally, the documentation generated from such an external assessment adds to the growing file to protect the board from regulatory scrutiny.

Conclusion

The main theme to remember regarding continuous governance improvement is to treat the annual board self-assessment process as only the beginning of an ongoing cycle where the board is always asking how it can perform better. At every opportunity, the board and committees are looking back at goals and metrics, and making changes as needed so that the goals are achieved and the metrics move in the desired direction. It is not a one-day or one-month event each year. It is the same philosophy the board applies to the rigorous improvement process of the organization itself.

The tips and tools explained throughout this guide can help the board implement a CGI process and change the culture of the board to one that is transparent, accountable, and always improving. The appendix contains additional tools to help develop and implement the CGI process. Also, refer to the appendices in the previous Intentional Governance Guide, *Evaluation & Performance.*

Resources

The following list of Governance Institute resources can provide more in-depth information related to the topics covered in this toolbook.

Elements of Governance®
Building a Board Education Program, August 2016
Effective Board Meetings, October 2015
Governance Development Plan (2nd Edition), Winter 2011
Board Roles and Responsibilities, Winter 2005
The Distinction between Management and Governance, Winter 2005

Other Resources
"Special Section: The Board's Accountability for Complex Healthcare Strategies: Exercising 'Due Care' in the Face of Unfamiliar Organizational Strategy and Strategy in Action" *(BoardRoom Press,* August 2016)

"Advisors' Corner: Invigorating the Board Quest for Quality Improvement" (*BoardRoom Press,* February 2015)

"Building a Culture of Accountability from Within: The Transformation of Scripps Health" (Case Study, June 2014)

"Advisors' Corner: System Governance: Small, Skilled, and Sharp" *(BoardRoom Press,* February 2014)

Healthcare Governance Amidst Systemic Industry Change: What the Law Expects (White Paper, Winter 2014)

Governing the 21st Century Health System: Creating the Right Structures, Policies, and Processes to Meet Current and Future Challenges and Opportunities (White Paper, Fall 2013)

"Advisors' Corner: Board Development: Opportunities for Ongoing Improvement" *(BoardRoom Press,* December 2013)

"Advisors' Corner: Board Development: A Core Responsibility in Need of Improvement" *(BoardRoom Press,* August 2013)

Sean Patrick Murphy and Anne D. Mullaney, *Intentional Governance: Advancing Boards Beyond the Conventional* (signature publication), 2010

Appendix 1:
Sample Board Mission and Core Values Development Retreat Agenda

Duration: 8 hours

	Time	Activity
1	10 mins.	Welcome/introductions/objectives
2	15 mins.	Share examples of group guidelines and ask what guidelines should be set for this discussion. Capture the guidelines on a flip chart.
3	15 mins.	**Share the definition of a *board* mission:** Summarizes why the board exists in relation to the organization's mission. **Share the definition of a *board* vision:** States how the board will help achieve the organization's ambitions and desired future state.
4	3 hours (includes a 15-min. break)	**Display the current board mission and vision and facilitate discussion regarding this question:** *What do you think should be the board's mission and why?* 1. What, at the core, is our reason for existence? 2. What would be missing if we did not exist? 3. Who do we serve as a board? 4. How can we differentiate ourselves from other boards that do similar things? 5. How will we help the organization achieve its desired future state? Capture ideas on a flip chart and facilitate decision making.
5	1 hour	Lunch
6	15 mins.	**Share the definition of core values for the board:** The principles for how the board will act individually and collectively to fulfill its mission and vision. **Share examples of board values:** 1. We believe that board integrity, selfless leadership, and focused discipline are critical to maintaining and preserving the organization's mission of healing, caring for, and comforting the people of our region. 2. We are dedicated to working collaboratively. 3. We are ever mindful of the changes in medicine and its delivery, health policy, and those effects on the organization, its patients, employees, physicians, and the people of the region we serve. 4. We shall be inquisitive stewards in all related matters.
7	3 hours (includes a 15 min. break)	**Display current core values slides and facilitate discussion regarding this question:** *What do you think should be the core values for our board?* 1. Which behaviors are "hanging offenses" (if they were not upheld, would they be grounds for termination)? 2. What type of culture do we want or need to have? 3. How do we want to be seen by our stakeholders? Capture ideas on a flip chart and facilitate decision making
8	15 mins.	Review the next steps in the process, thank everyone for attending, and conduct a quick evaluation of the session.

Source: Revised by the authors from a sample provided in 2012 by Harrison Medical Center, Bremerton, WA.

Appendix 2.
Sample Pre-Retreat
Board Questionnaire

Adjust questions to fit the focus of your board retreat. The questions here focus on the performance and culture of the board; they can be adjusted to focus on the organization if appropriate.

1. The best word or phrase to describe our board right now is:

   _____

2. The best word or phrase that you would like to describe our board in the next five years is:

   _____

3. The two most significant strengths of our board are:

   _____
   _____
   _____
   _____

4. List two opportunities that would result in significant performance improvement of our board if we were to seize and maximize them?

   _____
   _____
   _____
   _____

5. Please rate the following statements using a scale of 1 to 10:
   a. Our board's Mission and Vision are clearly understood and manifest in daily decisions and actions of the board.

      _____

   b. Our board holds all directors rigorously accountable.

      _____

   c. Our board members are knowledgeable about healthcare reform and industry trends and their potential impacts on our future success.

      _____

d. Our board is well-positioned to meet future healthcare challenges and opportunities in the communities we serve.

_____

e. We have a high degree of agreement among all board members about our board performance goals and achieving desired performance standards.

_____

f. Our committees are as rigorous as our board in maximizing their effectiveness, including effective reporting up to the board.

_____

g. Our board clearly understands our roles, responsibilities, and authority relative to our relationship with subsidiary boards (if applicable).

_____

6. List two ways that your personal contribution to the board could be enhanced:

_____

_____

_____

_____

7. What other board performance-related issues would you like to address?

_____

_____

_____

_____

Appendix 3.
Sample Board Development Plan

	We Do This Well Now	We Need to Focus on This	Plan for Improvement Goals and Objectives/Tasks—Timelines
Board Composition			
The board has a formal board recruitment program that emphasizes organizational needs and required competencies.			
The board has a long-range plan to further strengthen the board's composition, especially people from other industries who add skill sets and varied perspectives (knowledge-based, demographic, geographic, and psychographic) that lack representation on the board.			
Calendar of Meetings			
The board has evaluated meeting frequency to determine the optimal number of board meetings and meeting duration.			
The board publishes and updates the calendar at the beginning of each year.			
The board has a strategy review and development meeting/retreat annually.			
The board has a calendar for committee meetings.			
The board includes in its annual calendar at least one formal, special meeting with physician leaders, and at least one special meeting with community leaders.			
The board includes in its annual calendar at least one joint meeting of all boards within the system (if applicable).			
Board Agendas			
The board strives to spend 60 percent of meeting time in most meetings focused on strategic and future issues, rather than 60 percent on management and committee reports.			
The board requires one-page executive summaries by management for all information items and action proposals.			
The board requires management summaries to spell out management's conclusions, assessment of pros and cons, and clear recommended course of action.			
Board meetings periodically have time set aside for board education on current issues in healthcare, community concerns, organizational concerns, etc.			

	We Do This Well Now	We Need to Focus on This	Plan for Improvement Goals and Objectives/Tasks—Timelines
Board Information			
The board requires lower-quantity, higher-quality information.			
The board insists on greater reliance on *dashboard* and *graphic* indicators.			
The board makes use of electronic information exchange.			
Board Self-Assessment			
The board seeks to continuously improve its own performance by conducting an annual assessment of the board as a whole.			
The board seeks to continuously improve its own performance by conducting an annual assessment of individual board members.			
The board uses the results of the assessments to develop goals and metrics for continuous governance improvement, and regularly tracks its progress on meeting its performance goals and metrics.			
The board commits to remain educated on priority issues and come well prepared for board meetings and interactions.			
Board Committees			
Board committees and task forces have specific charters.			
Committees are comprised of well-qualified members, and the board has considered non-board member representation.			
Committees have efficient operating rules.			
Committees have a strategic direction.			
Committees have an annual action plan.			
Board Education			
The board has a formal program for its own orientation and ongoing education.			
The board has an annual board education plan that is reflected in the organization's budget for board activities and support.			