

Elements of **GOVERNANCE**[®]

Providing CEOs, board chairs, directors, and support staff with the fundamentals of healthcare governance

A SERIES BY THE GOVERNANCE INSTITUTE

BOARD MENTORING *THIRD EDITION*



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Elements of Governance® is designed to provide CEOs, board chairs, directors, and support staff with the fundamentals of not-for-profit governance. These comprehensive and concise governance guides offer quick answers, guidelines, and templates that can be adapted to meet your board's individual needs. Whether you are a new or experienced leader, the *Elements of Governance*® series will help supply you and your board with a solid foundation for quality board work.

About this Edition

This third edition has been reviewed and updated by **Guy M. Masters, M.P.A.**, a Principal in Premier Inc.'s Advisory Consulting practice, and a Governance Institute advisor. With 30 years of healthcare experience, Mr. Masters focuses on strategic, business, and service line planning; transaction advisory; mergers; board/governance issues; and competitive positioning strategies for hospitals/health systems, physicians, and payers. He is an experienced facilitator of board retreats as well as conducting strategic planning processes and forming clinically integrated networks. He also executes physician-hospital alignment strategies and implements growth and operational efficiency strategies. He has written more than 80 articles on healthcare trends, strategic and business planning, financial forecasting, managed care strategy, and physician-hospital integration.

The following people and organizations contributed to the second edition (titles below are as of the publication date 2008): Grant Hendrickson, Board Chair, *Group Health Cooperative*, Lisa Pascoe, Corporate Director of Governance, *Sparrow Health System*, Theresa Tamura, Director of Governance, *Group Health Cooperative*, Roy Vinyard, President & CEO, *Asante Health System*.

In addition, several Governance Institute members contributed to the second edition by answering a survey on board mentoring programs.

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The Governance Institute is a membership organization serving not-for-profit hospital and health system boards of directors, executives, and physician leadership. Membership services are provided through research and publications, conferences, and advisory services. In addition to its membership services, The Governance Institute conducts research studies, tracks healthcare industry trends, and showcases governance practices of leading healthcare boards across the country.



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Introduction

At a recent Governance Institute leadership conference we spoke with a board member, attending the conference alone, who said he had been on the board of his hospital for months and still had no idea what he was “supposed to be doing.” This director had never served on a board and appeared to have been thrown to the wolves.

Often seasoned board members toss around mission-related language, past events, or ideas that new board members won’t understand. This may cause the new board member to avoid asking questions for fear of being viewed as incompetent, foolish, or unprepared. Matching up new board members with experienced board members as mentors helps them feel at ease in the boardroom and alleviates the pressure of having to “know it all.”

This approach not only gives new directors a specific resource person for questions over time, but it also offers them a role model as they observe effective governance in action. Furthermore, it signals to other directors on the board that mentors are those who have successfully mastered the technique of good governance.

Purpose: Why Create a Formal Mentoring Program?

A great board experience begins well before the new director’s first board meeting. Our experience is that new board members will be able to contribute more productively and more quickly if the initial onboarding and mentoring processes are well-organized, purposeful, structured, and methodically carried out by seasoned, effective board colleagues.

Is there a difference between mentoring and governance training, orientation, and onboarding? We believe the answer is yes—a big difference. The mentor/mentee relationship is most akin to on-the-job peer coaching and advisory. A mentoring program’s success will be significantly enhanced if effective onboarding and governance training has taken place. This document assumes that a new board member has participated in an effective onboarding process.¹

An effective mentoring program will help new board members to understand more clearly answers to key questions such as:

- What is my job?
- What is expected of me?
- How will I know when I have fulfilled my responsibilities?
- How can I make my best contribution?
- What is the “unwritten order” of the board?
- What boundaries and guidelines exist that I need to be aware of?

¹ For more information, see *Elements of Governance®: Building a Comprehensive Board Orientation Program* (available to members at www.governanceinstitute.com/EOG).

- What is the culture of the board (and how does it facilitate or hinder effective governance)?
- What are lessons that have been learned by the mentor that can shorten my learning curve?

A well-organized and executed mentoring process is more likely to create higher satisfaction and comfort on the part of the new board member regarding the tremendous responsibilities that accompany the appointment. It shows respect for the time commitment, intellectual engagement, knowledge contributions, and support for the overall mission and fiduciary duties placed upon candidates who willingly engage in and accept the mantle of responsibility for the governing process.

The ideas in this publication will help customize your organization's approach to mentoring processes and activities that will prepare new directors to participate more fully, more quickly, and contribute to the overall effectiveness of the board in a way that might not be achieved otherwise.

This publication is organized to provide a framework of ideas that can be customized to fit the needs of your board and the current and future directors associated with it. A robust mentor program will be flexible, updated consistently, and enhanced with new ideas from the mentor's experience as well as best practices from other healthcare and non-healthcare organizations.

Sample questionnaires are included with this document that can be used to solicit feedback about the effectiveness of the mentoring process. This feedback can be used to make adjustments that will result in faster, better, smoother orientations and transitions as new board members join your ranks.

Key Points in Developing a Mentoring Program

Some board members will be better suited than others to take on the mentor role for a variety of reasons. The board chair should make the decision about who will serve as mentors in each case, ideally matching the skills, capabilities, and personalities of the mentor and mentee.

Ideally every board member should have the opportunity to serve as a mentor. This suggestion is based on the premise that the “teacher often learns more than the student.” As such, the mentor program can yield multiple positive outcomes as both participants are impacted beneficially.

Should every new board member have a mentor? With few exceptions, the recommendation is yes. Each mentee will have unique and specific needs depending on their familiarity with healthcare, the organization, levels of past board experience, and other issues. The board chair should work with the mentor and mentee to adjust and custom-design an approach and process that will best fit the circumstances. Periodic progress checks can be made to further tailor the activities as needed.

Considering the primary objectives of the mentor program to accelerate the learning process, and to allow new board members to become more effective more quickly, the following 10 key points should be considered in developing and participating in a mentoring program:

1. Consider assigning a mentor to existing board members still in their first term (not necessarily considered “new” board members) or to under-performing board members.
2. Mentors should be seasoned, senior board members.
3. Pair the mentor and his or her “student” through an evaluation of the skills and expertise of *both*. Identify education needs of the new board member and include these in your pairing methodology.
4. The mentor should be sensitive to the education needs of the new board member—specifically, what he or she needs to be effective on the board of *this healthcare organization*. With a good grasp on the new member’s true education needs, the mentor won’t appear condescending or patronizing.
5. Most new board members have a wide range of knowledge and experience outside of your particular organization; mentors should remember to acknowledge this—even find ways to capitalize on existing strengths to benefit the full board.
6. The mentor should help the new board member get to know his or her board colleagues by reviewing their individual strengths, personalities, contributions, and idiosyncrasies.
7. The mentor should guard against inserting his or her personal bias in discussions about colleagues.

8. The new board member absolutely must let the board chair or CEO know when the process is *not* working. Sometimes, the relationship with the mentor just doesn't meet the new member's needs, and he or she is obliged to take this to those who can help.
9. When mentoring is complete, both the mentor and the new board member should evaluate the process.
10. A final, important point: the mentor can accomplish a great deal in educating a new board member by using an information "backdrop" or context for all or most issues. We recommend the context be understanding the critical distinction between management and governance.²

² For more information, see Elements of Governance®: *The Distinction between Management and Governance*, The Governance Institute, 2005 (available to members at www.governanceinstitute.com/EOG).

Key Components of the Mentoring Process

The Objective: Mentoring in Action

The goal of establishing mentoring relationships is to help new directors gain a better understanding of the healthcare industry; the organization's history, structure, and operations; and to help them prepare for their roles and responsibilities.

Mentoring can also help offset feelings of isolation and/or confusion, even if the director is not new to the board. Some organizations assign a seasoned or energetic board member to mentor an existing under-performing colleague on the board. When approached appropriately, this relationship, along with encouragement and advice, can help jumpstart the performance of both the mentor and the protégé.³

Many hospitals and health systems have programs that pair board members who have served at least one term⁴ with newer members—those who have served two years or less. The objective is to provide additional orientation and assistance to newer board members as they work to fulfill the roles and responsibilities of their position.

When and How Should Mentoring Occur?

Many board mentoring processes are flexible and generally not tightly structured. Regardless of the approach, the following process guidelines will be useful in designing an effective program:

- **Clarify the purpose and objectives:** At the outset, the board chair, mentor, and mentee should agree (and commit to writing) the purpose, desired outcomes, and objectives for the relationship. Several objectives have been identified in this publication in prior sections. More formalized programs will already have objectives and outcomes stated, and these can be added to or modified to fit the participant's unique needs.
- **Activities, agenda, and timing:** A mentoring program will be more effective if a specific framework of activities, topics, and meeting timeframes are outlined in advance. This can be as simple as agreeing to a meeting schedule (e.g., monthly or prior to each board meeting for one to two hours, with follow-up debriefings after each board meeting while the experience is top of mind). A schedule of specific topics should be identified to discuss at each session. This helps reinforce commitment to the process and establishes expectations for content and advanced preparation.
- **Resources to consider:** At the outset of the process, identify articles, white papers, books, and other resource material from reliable sources that can be used as background information for discussions around specific topics. (There are over 30 *Elements of Governance*[®] publications on nearly every relevant topic for governance effectiveness.) Reading and discussing these types of materials brings focus and clarity that will enhance the discussions as mentors and mentees explore application of the principles to board practices. Other resources include other members of the

3 "Dealing with Deadwood Board Members," *Nonprofit Organization Management*, 2001.

4 Most often, total term length consists of three three-year terms; mentors must have completed their first three-year term.

board or directors from other organizations. Be expansive and creative in thinking about ways to bring other resources into the discussions.

Choosing a Mentor

Mentors are usually more senior, seasoned board members, and have usually chaired one or more committees. It is important to look at the skills and areas of expertise of those who will serve as mentors and then identify needed competencies (personal and professional) of the new board member. Make these part of your criteria in pairing a mentor with a new board member; try to pair those whose skills are complementary rather than supplementary.

“The educator is like a good gardener, whose function is to make available healthy, fertile soil in which a young plant can grow strong roots...”

—E.F. Schumacher, *A Guide for the Perplexed*, 1997

Staying on Track

New board members come with a wide range of experience. A mentor should be sensitive to how much mentoring a board member needs. Has the new member served on a board before? If so, what type? Does he or she have any healthcare background, fundraising experience, medical training, or advocacy/lobbying experience? These are some key elements in determining areas where a new board member may need coaching and will help establish an initial relationship for candid, informal two-way discussion.

New board members also need to understand informal dynamics of the board, as it may be different from their experience on other boards.

The mentor should help the new board member understand the different personalities on the board, such as:

- How do board members interact with each other?
- Are some board members more aggressive or passive in their approaches?
- Do some board members raise more questions than others?
- Do some board members have special circumstances that should be taken into consideration?
- How do individual board members contribute to the board as a whole?

By getting a heads up on the different profiles that make up the board, the new board member will not only know what to expect, but also how to relate to the other members. It is crucial, however, to *avoid the danger of biasing a new board member with this type of discussion.*

Finally, a mentor may become too busy to fulfill his or her obligation and unaware that he or she is not contributing as much support as necessary to bring the new board member up to speed. If this occurs, the person being mentored should bring this to the attention of the board chair or CEO. The board chair or CEO will then remind the

mentor that accepting a mentoring assignment is a commitment. The mentor must make time to be sure the new member does not feel left behind.

Timeframe

Mentoring usually lasts for the first year of the new member's board tenure, although it can last longer—flexibility is the best policy. Once the mentoring process is complete, both the mentor and new director should evaluate the process. (See the Appendix for sample evaluation forms.)

Mentoring Process: Essential Areas to Cover

The Meeting

Organizations conduct board meetings in a variety of ways, and therefore new board members must understand how the agenda flows. If a consent agenda is used, the new member must review and understand each item. It is the responsibility of the mentor to familiarize the new board member with these board meeting practices.

The mentor should emphasize expectations and accountability (e.g., attendance and participation), and should also help the new board member get a feel for the socialization process and how to interact with the other board members.

A good mentor practice is to check in with the new board member before meetings to answer any questions he or she may have about the agenda. The mentor should also brief the new board member on the dynamics and history of any public statements. For example, if the board plans a public announcement of consequence, the mentor must be sure the new member has an understanding of the circumstances behind the announcement. After the meeting, the mentor can check in again to be sure the new board member:

- Is clear on the board's discussions
- Understands questions regarding items that may not have been presented but about which the board member may be curious
- Learns about the issues behind the ideas that did not come out in discussion

As a final point, the mentor must be *proactive* between meetings. Making calls and sending brief notes and emails from time to time will maintain and nurture the relationship.⁵

The Board Manual

Although the board manual covers such information as the mission, vision, and management philosophy of the organization, it may be difficult for new board members to grasp their essence. Here, the mentor can help by providing past examples of board work, including any special issues, challenges, or successes the board has experienced.

The board manual usually includes job descriptions for the board as a whole and for individuals. Mentors should walk the new director through these job descriptions. They explain the expectations for being a great board member. If the new board member has questions, the mentor may be able to answer them on the spot, or may turn to other resources for the information (e.g., the board chair and/or the CEO).

Finally, the mentor should reiterate the important points of the board manual and be sure that these areas are clear to the new member.

⁵ *Leadership in Action*, Vol. 19, No. 5, Wiley Periodicals, Inc., 1999.

Appropriate Lines of Communication

New board members need to be clear on the appropriate lines of communication within the organization. Some organizations prefer that board members request information only from the CEO or board chair. Other organizations encourage board members to go directly to the executive staff. Whichever approach an organization chooses, the new board member must remember to adhere to that practice.

Role of the Mentor

As a mentor, you are expected to:⁶

- Be a resource. Openly share your own director experiences, advice, and personal insights regarding the organization's operations, culture, and political environment.
- Assist in helping the new board member understand board behavior and norms.
- Be accessible. Encourage the person you are mentoring to feel comfortable contacting you. Let him or her know the preferred way to contact you.
- Initiate a meeting with the new director as soon as it is convenient for both of you—ideally within a month after the elections.
- Take proactive initiative—come prepared for a content-based discussion. While it is appropriate to ask the mentee about issues of interest or concern, it is usually not a good practice to come unprepared and ask, “So what would you like to talk about?”
- Check in with the new member as needed before board meetings or other scheduled board discussions to see if he or she feels comfortable with the agenda items or has questions.
- Have a debriefing as needed after board meetings to answer questions on items that may still be unclear.
- Listen, but maintain confidentiality. This person must feel comfortable asking any questions, exhibiting lack of knowledge, and making beginner's mistakes without feeling embarrassed or judged.
- Agree to be candid. Create a safe environment for open, honest, transparent discussion.
- If schedules allow, attend an educational conference with the person you are mentoring.
- Periodically validate how the process is working, and make appropriate adjustments. Do not wait until the end of the process to assess the effectiveness of the visits or usefulness of the topics covered. Be open to periodic feedback, and avoid becoming defensive.
- Maintain a mentor relationship through the first year of the new director's term. Meet in person or speak with him or her on the telephone every few months.
- Near the end of the board member's first year, acknowledge that the official relationship will soon end. Use this conversation as an opportunity to informally evaluate the experience.
- Fill out an evaluation form to formally express what worked and what didn't. This will help the organization make adjustments to the program/process.

⁶ Adapted from the Group Health Cooperative Board Mentoring Program.

Role of the New Board Member

As a new board member you should:⁷

- Use your mentor as a resource. Trust in his or her abilities, experience, and advice.
- Take time to understand board behavior and norms.
- Feel free to contact your mentor. Your mentor should let you know the preferred way to make contact.
- Meet with your mentor as soon as it is convenient for both of you. Your mentor should initiate this meeting.
- Check in with your mentor as needed either before board meetings or other scheduled board events to ask questions and get comfortable with agenda items.
- Meet with your mentor as needed after each meeting to clarify confusing or ambiguous board discussions.
- Feel comfortable asking any questions, exhibiting lack of knowledge, and making beginner's mistakes. Both you and your mentor should maintain the confidentiality of your conversations.
- If schedules allow, attend an educational conference with your mentor.
- Maintain a relationship with your mentor through the first year, but do not hesitate to speak with your board chair or CEO if the mentoring relationship is not working. It may be more beneficial to be reassigned to another mentor.
- At the end of the mentoring process, have a conversation to informally discuss its value.
- Fill out an evaluation form to formally express what worked and what didn't. This will help the organization make adjustments to the program/process.

⁷ Adapted from the Group Health Cooperative Board Mentoring Program.

Concluding Observations

Are great board members born, or are they made? Some people are born to lead; others grow into it. If the board member selection process has been effective at identifying appropriate candidates with high potential for effective governing, it is still no guarantee that a director will become a highly positive contributor.

With so many variables impacting the possible outcome, it is essential that governance training, onboarding, and mentoring be rigorously developed, constantly improved, and consistently implemented to increase the likelihood of individual and collective board effectiveness.

Mentoring is only part of the overall orientation equation. It does not replace a formal, comprehensive orientation program, or an organized set of discussions and readings. The objective of mentoring is to share, in a friendly and efficient manner, “how we do things to be as effective as possible in fulfilling our fiduciary duties and responsibilities.” It is important, however, that this guidance does not stifle new ideas or fresh thinking about how processes could be enhanced in the future. There really is no mentoring formula. Many boards see it as an effective and positive program to enhance a new board member’s knowledge and experience, and allow them to fully participate and engage productively in governance more quickly. Experiment with it; re-work and constantly improve it. Don’t hesitate to take a few trials to make it right for your organization.

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Appendix: Sample Evaluation Forms

New Board Member Evaluation Form

(To be completed by the new board member.)

1. Overall, did you find the mentoring experience a good one? Yes No

Please comment: _____

2. What did you find most valuable? _____

3. What did you find least valuable? _____

4. What additional areas should be covered? _____

5. How would you describe your relationship with your mentor? (Example: Teacher/Student, Friend/Friend, etc.)

6. Was your mentor (check all that apply):

Readily available to answer questions?

Open for discussions?

Patient and understanding?

Other: _____

7. Was your mentor knowledgeable about (check all that apply):

Healthcare?

The organization?

The organization's mission?

Fiduciary responsibilities?

Other: _____

8. The mentoring process was: Too long Too short Just right

9. Do you now feel more confident (check all that apply):

In the boardroom?

In raising questions and bringing new ideas to the table?

In your overall duties as a board member?

Please comment: _____

Additional comments: _____

Mentor Evaluation Form

(To be filled out by the mentor.)

1. Overall, did you enjoy being a mentor? Yes No

Please comment: _____

2. Do you feel the current mentoring program works well? Yes No

Please comment: _____

3. What did you find to be the most positive aspects of the process? _____

4. What suggestions do you have to improve the process? _____

5. The mentoring process was: Too long Too short Just right

6. Would you be available to mentor again? Yes No

Additional comments: _____

