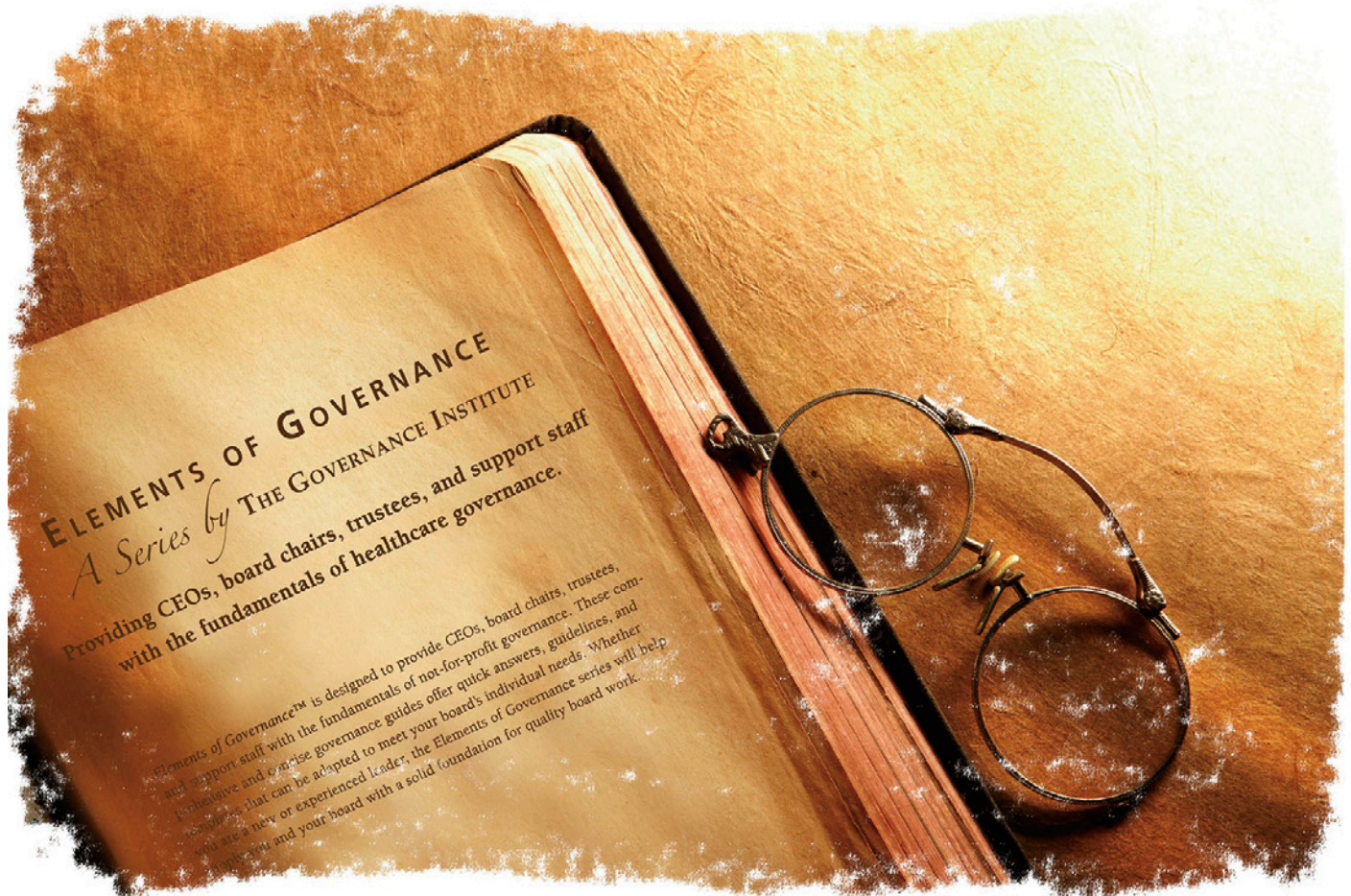


# Elements of Governance®

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

A SERIES BY THE GOVERNANCE INSTITUTE

## Building a Comprehensive Board Orientation Program



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# Elements of Governance®

*Elements of Governance*® is designed to provide CEOs, board chairs, trustees, 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 the Author

**Kathryn C. Peisert** has served as editor of The Governance Institute for the past four years. She coordinates editing and layout for all publications, videos, and the company's Web site, and also serves as the editor for the Medical Leadership Institute, a program of The Governance Institute. She has a background in publishing and previously served as permissions editor for Roxbury Publishing, an independent college textbook publisher located in Los Angeles. She is also a classically trained flutist and does freelance performances on the side.

## About Our Organization

**The Governance Institute** serves as the leading, independent source of governance information and education for healthcare organizations across the United States. Founded in 1986, The Governance Institute provides conferences, publications, videos, and educational materials for non-profit boards and trustees, executives, and physician leaders.

Recognized nationally as the preeminent source for unbiased governance information, The Governance Institute conducts research studies, tracks industry trends, and showcases governance practices of leading healthcare boards across the country. The Governance Institute is committed to its mission of improving the effectiveness of boards by providing the tools, skills, and learning experiences that enable trustees to maximize their contributions to the board.



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# Introduction

Today's healthcare boards are made up of individuals faced with an enormously challenging job with ever growing responsibilities. As board members are now required by CMS, the Joint Commission, state hospital associations, and their communities to be more engaged, it is that much more imperative that new board members have a comprehensive orientation to maximize their engagement and effectiveness, while minimizing the amount of time it takes to get "up to speed." Most board members face a short three-year term and, with the highly advanced concepts in quality oversight, strategy, and healthcare finance board members need to understand in order to fully participate, the quicker they should become experts in non-profit healthcare governance.

New board members often expect they should contribute to the discussion when the topic overlaps with their own area of expertise (i.e., finance), but during other discussions such as quality or strategy, they assume they aren't expected to participate to the same degree as the "quality experts" or "strategy experts" on the board. Seasoned board members realize how their individual participation in *every* discussion affects the board's performance as a whole. New board members should have a full understanding of the time commitment it takes to do their job and make any necessary changes to be able to commit to the position's needs. Though most trustees serve on a voluntary basis (i.e., uncompensated), this job is as serious, if not more, than any other job a board member will take on in life.

While nothing is as effective as on-the-job training, a strong orientation is the best way to start. You want your newest member of the team to be armed with knowledge, tools, and most importantly, motivation to make a difference. Whether you start new board members off with a board retreat, conduct a series of orientation sessions, or use the "buddy system," this *Elements of Governance*<sup>®</sup> will provide the information you need to build your own comprehensive orientation program and includes examples from member organizations. You can and should tailor the program based on the individual board member's previous experience and expertise; for example, if the board member has already sat on a non-profit board, you can minimize the discussion of non-profit governance in general, and focus more time on healthcare governance specifically.

This guide is intended to help you determine which topics to include in your program and then how to conduct the orientation; it does not go into detail regarding the actual substance of the orientation. Look to the section entitled Resources for a list of publications that will provide detailed information you might need for your orientation program; they also serve as great resources for your new board member.



# Start with the Basics

## Time Commitment

In the beginning, it is critical to make absolutely clear the time commitment required of a board member in your organization. Often board members are unclear of this issue when they sign on to do the job. Without this clarity, the board member will likely fail. Do everything to ensure that the board member knows and understands the time commitment and the importance of that board member's attendance at meetings. Remember, the board cannot make decisions except during meetings, and if the board members aren't there, the board can't meet. Additionally, a board member who has not sufficiently reviewed the board packet *before* meetings can't participate in discussions, or will ask questions that were already covered in the packet, taking up valuable time that could be spent on vital agenda items.

## Mission, Vision, and Values

Once you have the time commitment clear, a great place to start with are those aspects that make your organization unique: its mission, vision, and values. The new board member should understand how his or her role relates to the organization's mission, vision, and values, and how every decision the board makes should further the organization's mission. This is the purpose, the answer to the "whys"—the reason the board member's job exists.

## Board Packet

Next, review what is included in the board packet: key contact information, the board calendar, meeting agendas, meeting minutes, pre-meeting individual preparation, and so forth. During this part of the orientation it is a good idea to go over any industry periodicals, publications, and other resources the board member should be familiar with, and give them a rough idea of how much further reading material most board members should get through before meetings.

## Board Structure

Fully explain the board/committee structure, including the board's job description, committee charters, and the individual board member job description. Providing a board structure map or outline might be helpful, depending on the complexity of your board/committee structure, and be sure to emphasize *how* the committees work, and how their decision-making powers (if any) relate to the full board's decision making. Review system/subsidiary board structure and allocation of responsibilities, if applicable. If your hospital has a separate foundation, include the foundation's role, responsibilities, and current projects in the governance structure section of the orientation.

It is often quite helpful to involve the new board member in a committee right away. If it is not already decided, discuss with the board member during the orientation the purposes and responsibilities of each committee and determine with the board member the which committee would be best for a first assignment. Many boards assign a committee rotation schedule for the board member's first year (e.g., first three months on the quality committee, the next three months on the finance committee, three months on the strategic planning committee, and then three months on the governance/nominating committee). Then, based on the board member's experience, the board chair can set committee assignments for the second year of the board member's term.

## Board Bylaws

Thoroughly review your board's articles of incorporation, bylaws, policies and procedures, and code of conduct. These documents can be long and cumbersome, so be sure to highlight those policies and bylaws with which the board member should be most familiar (such as the conflict-of-interest policy, which is discussed in further detail below), and indicate those the board member can refer to later and on an as-needed basis.

**Keep in mind that the amount of information new board members review can be overwhelming. The pace of the orientation program (including follow up and ongoing assistance) will determine the success of the program. A discussion of how to structure the program can be found on page 8.**

## **Management vs. Governance**

The new board member should understand the role of the board as it pertains to the organization's leadership as a whole. Discuss the role of the board chair and CEO, as well as the distinction between board and management responsibilities. Explain the “rules of the road,” including that the CEO answers to the board, and the board is responsible for hiring and firing the CEO as well as evaluating the CEO's performance. Review the responsibilities of the board chair, illuminating the differences between a regular board member's responsibilities and those of the board chair. And discuss the fine line between management and governance, being careful to provide clear examples of each and emphasizing that the board is responsible for oversight, while management is in charge of operations. Explain to the board member issues or problems that can arise when the board crosses this line.

## **Organization Overview**

Include an overview of the organization itself: what services your hospital provides, areas of specialization, the size of the medical staff, how many employees the organization has, what parts of the community the hospital serves, major competitors in the area, community outreach activities, hospital–physician ventures, and so forth. Is the hospital a critical access hospital? If so, the board member must know what that means and how that affects the board's decision making. Is the organization located in a CON state? Is your organization a district hospital with an appointed board? Anything and everything that makes your organization unique.

## **Industry Overview**

Finally, a brief industry overview can be quite helpful in bringing new board members up to speed. There is so much going on in the current regulatory environment and the board member should be updated not only on the challenges in insurance coverage and reimbursement, tax-exempt status challenges, healthcare financing, and quality of care campaigns, but also on legal/compliance issues that can trickle down to the individual board member. Important topics to include are:

- CMS “never events” and quality core measures; Joint Commission standards and new accreditation requirements
- Changing reimbursement: Medicare, pay-for-performance pilot programs, private insurance companies
- National quality and patient safety campaigns, including activities of the Institute for Healthcare Improvement, VHA, the Institute of Medicine, and your state's hospital association
- High-profile legal cases in the news regarding tax-exempt status challenges, excessive CEO compensation, and conflicts of interest
- New clinical technology and how it might affect board decisions
- Bond ratings and hospital financing/volatile market issues

# Board Roles and Responsibilities

Once the board member has absorbed the background information presented above, it is time to address the actual work of the board: board roles, fiduciary duties, and core responsibilities.

Board roles are the “how” of governance—the things the board needs to do: 1) policy formulation, 2) decision making, and 3) oversight. Each should be explained in detail, within the context of how your board does its work, providing relevant examples.

## Fiduciary Duties

The new board member should gain a strong understanding of the fundamental fiduciary duties of care, loyalty, and obedience. This part of the orientation should be given priority attention. Emphasize that these are the board’s *legally mandated* duties and they cover much more than protecting the financial health of the organization.

### Fiduciary Duties: Quick Review

**Fiduciary:** To hold something in trust for another; to assume responsibility or ownership of property to keep, use, or administer for another’s benefit.

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

**Duty of Loyalty:** requires board members to candidly discharge their duties in a manner designed to benefit only the corporate enterprise, not the individual interests of the board member. It incorporates the duty to disclose situations that may present a potential for conflict with the corporation’s mission, refrain from discussing confidential board business with others, as well as a duty to avoid competition with the corporation.

**Duty of Obedience:** requires board members to ensure that the organization’s decisions and activities adhere to its fundamental purpose and charitable mission as stated in its articles of incorporation and bylaws.

## Conflict of Interest

Conflict of interest falls under the duty of loyalty (thus, it is a *legally mandated* responsibility of boards to handle conflicts appropriately). Conflicts in non-profit governance have been in the public eye recently due to lack of oversight on the part of some non-profit boards. Most board members have some form of conflict, and it must be handled in a strict, careful manner (with supporting documentation) in order to be compliant with regulations. The new board member should review the organization’s conflict-of-interest policy carefully, with the board chair or CEO present to allow discussion and questions. The new member should complete a conflict-of-interest disclosure statement (all board members should do this annually). Ask the board member frank questions about how he or she would handle a situation in which a conflict arises. Be sure the board member knows when/how to announce the conflict and recuse himself/herself from the discussion and/or vote. Also be sure the board member is



aware of who is responsible for making the conflict known if the board member himself does not (usually the board chair).

Finally, review your organization's definitions of an independent director and disabling guidelines, so the board member is fully aware of his/her limitations in business ventures directly related to or competing with the organization. This cannot be emphasized enough: when there is a conflict that is not handled appropriately, the organization is at risk. Provide the new board member ample information in this area.

## Core Responsibilities

Oversight is central to everything boards do: monitoring decisions and actions to ensure they conform to board policy, strategic plans, and budgets, and ensuring that decisions produce intended results. The new board member should understand this oversight role. The following is a brief summary of key items to include in the orientation under each area of oversight.

### Financial Oversight

Review with the board member key board decisions and actions under financial oversight, such as financial objectives relating to board goals and the organization's mission, developing budgets, and the annual auditing process. Review financial reports that the board receives, including:

- Activity statistics
- The income statement (or statement of revenue and expenses)
- The balance sheet
- The statement of sources and uses of cash
- The financial scorecard/dashboard report

### Quality Oversight

It is important to stress to the new board member that discussions on quality of care deserve equal weight as financial discussions on the board meeting agenda. Review the following:

- Any quality improvement initiatives your organization is currently involved in (such as IHI's 5 Million Lives Campaign)
- Recent sentinel events (if any) and how the board handled the situation; what the board/management team/medical staff is doing to ensure that sentinel events don't occur in the future
- CMS core measures and Joint Commission quality standards
- The credentialing process and the board's role in credentialing
- The quality scorecard/dashboard report

The new board member might ask a question such as, "I'm a banker—how can I be responsible for quality of care in my organization?" The board member does not need to have knowledge of clinical care delivery in order to be an effective steward of quality of care. Show the board member examples of how the board responds to quality scores that are below expectations or unexpected mortalities, and give the board member a list of questions he/she can ask the chief of staff/CMO/VPMA during the board meeting if there is any uncertainty about events that have taken place or lack of change in quality indicators.

## **Setting Strategic Direction**

This is where the organization's mission, vision, and values come in. The board member should be aware of how the strategic plan furthers the organization's mission and vision, and how it corresponds with the organization's values. Explain the strategic planning process and demonstrate how the new board member should be involved. Important items to include in this portion of the orientation are:

- The organization's history of strategic planning: what has worked, what hasn't worked, how the mission has changed over the years
- The organization's strengths and weaknesses
- External opportunities and threats (competitors, market dynamics, hospital–physician ventures, etc.)
- The connection between the strategic plan and financial/capital plans
- Long-term vs. short-term planning
- How the board tracks changes in the strategic plan/direction

## **Board Self-Assessment and Development**

The new board member should understand his/her role in assessing the board's own performance, and be aware that the board is responsible for its own development, job design, discipline, and performance. Include in the discussion:

- The board self-assessment process: what tool is used, how often it is conducted, what the board does with its results, and the importance of the individual board member's participation in this process
- The board development plan
- Educational activities of the board

## **Management Oversight**

As discussed earlier, explain to the new board member the leadership hierarchy of the organization and how the board fits into that. Include in this discussion:

- The board's responsibility for recruiting and selecting the CEO, and requiring the CEO to maintain a current, written succession plan
- The CEO performance evaluation: how it is conducted, who is responsible for conducting it, and how the CEO's goals (against which performance is evaluated) are determined
- The board's responsibility in approving the CEO's and other top executives' compensation and benefits
- Terminating the CEO if the need arises

## Advocacy

Advocacy is the board responsibility that is perhaps most difficult to define, but an increasingly integral part of the board's role. Advocacy is not limited to fundraising and philanthropy; it includes involvement in public policy initiatives, conducting community health needs assessments, and acting as an advocate for the organization and its stakeholders (employees, doctors, nurses, patients, and the community). Share with the new board member:

- Current activities in this area
- The organization's advocacy goals
- Any plans for future activities

Ask the board member how he or she would like to be involved, and find ways of leveraging that board member's relationships with key leaders in the community—this is a great way to get the new board member engaged and motivated.

## Ask the Tough Questions

The key to board member success is arming him/her with pointed questions that draw out the pertinent discussions and force the board and management to fully address difficult issues. Accountability is the key word here. New board members should learn quickly how to ask questions that hold themselves and the management team accountable for accomplishing goals and responsibilities.

One of the key questions the Institute for Improvement introduced during its 100,000 Lives Campaign is, "How much, by when?"<sup>1</sup> That is, to ask not just "where are we now and where do we want to be" on critical quality indicators, but to take it a step further—to make sure the board knows and expects from management *how much* the indicators will improve, that the board gives management concrete deadlines for *when* to accomplish these goals, and that management knows the consequences of not attaining those goals. This question can be asked not only for quality goals and indicators, but financial goals as well—essentially, for anything that is being measured, the board should know "how much, by when."

The credentialing process is key to the board's quality oversight role. Rather than blindly accepting credentialing applicants the MEC has recommended, the board needs to know why the MEC is recommending them, and for those physicians who have had quality of care incidents, board members should ask what happened and what actions have been taken with that physician to ensure the incidents won't happen again. The board should be fully aware of how the credentialing process works and for what it should hold the MEC accountable in this area.

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<sup>1</sup> See Tom Nolan, IHI Senior Fellow, "Executing for System-Level Results, Part 3," available at [www.ihl.org](http://www.ihl.org).

## How to Structure and Conduct the Orientation

As demonstrated above, the information a new board member absorbs in an orientation program is vast and, most likely, one session won't do the job. Multiple, shorter sessions that break the information down into manageable parts can be more effective. Provide plenty of handouts and supporting materials for the new board member to refer to on his/her own, and an ongoing venue for the board member to ask questions. The following is an example of how one might structure the orientation program, using a one-on-one or small-group discussion format in a series of manageable, one-hour sessions (although the last session might require more time). Keep in mind that these sessions are meant to be an overview, and the board member will need follow up opportunities for education on an ongoing basis.

### Sample Curriculum/Structure of an Orientation Program

#### Session 1: Introduction to the Position and the Organization

- Mission, vision, and values
- Organization overview
- Industry overview
- Current projects in which the organization is involved (related to quality improvement, accreditation, facilities planning, strategic planning, joint ventures and physician relationships, philanthropic activities, community involvement, national award recognitions, and so forth)
- Q&A

#### Session 2: Board Administrative Issues

- Quick review of Session 1; address any further questions
- Governance structure (including board job descriptions and committee charters)
- Board packets
- Board meeting agendas, consent agendas, and how meetings are run
- Board bylaws, policies, and procedures
- Management vs. governance
- Q&A

#### Session 3: Board Duties, Roles, and Responsibilities

- Quick review of Session 2; address any further questions
- Fiduciary duties
- Conflicts of interest
- Core responsibilities
- Ask the tough questions
- Q&A

Beyond presenting the orientation information in small-group or one-on-one sessions, there are a few ways to further ensure that new board members receive the ongoing support they need in order to succeed.

### Use the Buddy System

Many organizations pair up a new board member with a seasoned board member, to act as his/her “buddy” for the entire first year of the term (this is also known as mentoring). The new board member can meet with the buddy/mentor anytime to ask questions, share concerns, and

discuss anything in further detail outside of board meetings. This helps not only to enhance the new board member's knowledge and understanding, but also ensures that the board member is involved and engaged right from the start.

### **Do "Rounds"**

A powerful way to engage the board member and show him/her the true mission of the organization is to physically introduce the board member to the facility and meet the doctors, patients, and management team. One member organization sends board members on morning rounds with physicians to observe care delivery. Beyond giving the board member a clearer picture of how the organization operates, it increases visibility of the board throughout the organization and sets a tone from the top that the board is involved in (and responsible for) the organization's success.

### **Ongoing Education**

Once the board member has completed the orientation program, it is key to provide further, ongoing education activities. Take advantage of programs geared specifically to hospital and health system boards, such as Governance Institute conferences, state hospital association conferences, VHA or Premier leadership summits, and so forth.

Bring in expert consultants and facilitators to conduct educational sessions during board meetings or retreats. Set aside time during a meeting to discuss a publication on a topic in which the board may be particularly interested, or one that presents an area of weakness for the board.

Some organizations have developed e-learning courses for board members to review on an ongoing basis, either to test their knowledge or remind them of the keys to effective governance. (See the section entitled Resources for publications and online tools provided by The Governance Institute.)

## **Boosting the Orientation's Effectiveness**

How much time is enough time? Some boards have a four-hour program, but we hear more and more from members that this is just not enough time. A good solution is to break it up into more frequent and shorter sessions—perhaps an initial session of four hours, with two-hour check ups over the first year. This can include:

- Regular one-on-one sessions with the board chair and CEO (separately)
- Board mentor briefings and de-briefings
- Committee rotation during the first year
- A thorough tour of the hospital (depending on the size of the hospital, plan on four hours for the tour, ideally on a different day than the initial orientation session)



## Examples from Member Organizations

The following are some ideas and activities shared by CEOs on The Governance Institute's Member Editorial Board.

One-on-one time with the CEO and/or board chair is valuable and gives the new board member the opportunity to develop personal relationships if they haven't already been developed. "I personally conduct a 3–4 hour session using an orientation book we developed. This is a one-on-one session and works well," said Norman Gruber, president and CEO of Salem Health in Salem, OR.

David Blom, president & CEO of OhioHealth (Columbus, OH) also conducts board orientation sessions one-on-one with new board members. New trustees are given an orientation binder that includes detailed information specific to OhioHealth and serves as the foundation for that session. Depending on committee appointment, the administrative liaison for committees also conducts an orientation session with new trustees.

### The OhioHealth Board Orientation Binder

- Who we are—mission, vision, values, size, admissions, associates, medical staff members, etc., as well as a historical look at the organization and its affiliation with the Methodist church
- Board specific information—board list, committee list, board/committee meeting dates for the year, educational session topics, code of regulations, bylaws, board member responsibilities, consent agenda policy, and nomination process for new members
- Current financial statements for the system
- Compliance program information
- Medical staff credentialing
- Organization charts and executive bios
- Community benefit program
- Strategic plan summary
- Copies of the previous six months of board meeting minutes

"We try to have each new director come to the hospital for a few hours to formally meet the executive staff," said Robert Kiely, president of Middlesex Health System (Middlesex, CT). "Each staff member then talks about his/her scope of responsibilities including one or two specific issues he/she is working on. From then on I make a series of one-hour appointments with each director at the director's place of business and, in a fairly methodical way, go through an extensive orientation. Further, for the first six months or so, the new director and I review the agenda and supporting materials for each board meeting until it is clear the new director has a comfort level with the flow of our meetings."

Each year Baylor Health Care (Dallas, TX) asks for feedback from trustees who completed the orientation program, and makes appropriate changes/enhancements to the program. "Based on the feedback from the new trustees who attended last year's orientation, and noting that the majority of our new trustees are members of our system foundation, senior leaders suggested that the orientation be tailored to their interests and a more streamlined orientation for this year's meeting was developed," said president and CEO Joel Allison. "The senior leadership team has narrowed the presentation to our key elements of focus, which include an overview of the system that will give a high-level brief on our medical education and research efforts, physician alignment, and top issues in healthcare. We will also explain our

key safety and quality initiatives, noting our efforts in service excellence and clinical transformation. This will be followed by a focus on our financial initiatives and how they affect our bond rating, payer mix impact, uninsured/underinsured, revenue trends, and operating margin. We will end with an overview of our foundation and current campaigns. After the new trustee orientation, the new foundation members will attend their first foundation board meeting. This year the take-away materials will include highlights of our system, a listing of the attendees from the orientation, a listing of all the board members system-wide, a listing of the senior leadership, a board matrix, the Baylor governance structure and duties of a trustee, our community benefit report, and a brochure that explains our vision for the system.”

Scripps Health (San Diego, CA) has a two-step process:

1. The senior management team conducts a four-hour orientation (which includes the CEO, CFO, senior vice president of strategic planning, chief development officer, general counsel, chief compliance officer/internal auditor, senior vice president of human resources, and chief medical officer). The team also provides the new board member with a comprehensive orientation notebook and reviews each section with the board member so he/she is familiar with the contents.
2. The new board member is assigned another experienced board member as a mentor for the first full year on the board.

President and CEO Chris Van Gorder added, “Of course we are always available to answer questions, and we customize the orientation and training based on the experience of the new board member.”

## Conclusion

With a strong orientation program using the information presented above, the newest member of the team will be armed with knowledge, tools, and motivation to make a difference. You will greatly enhance the trustee’s chances of success in becoming an effective part of the governance team, and therefore enhance the likelihood that the new trustee will stay on and develop further with the organization over time.

Remember to tailor the program to the individual board member’s experience and expertise. And finally, find a way to make the program fun. When board members have an environment that promotes the development of lasting relationships with their colleagues and hospital staff, the board becomes vested in the future of the organization—which will result in an engaged, knowledgeable, passionate, and effective board.

## Resources from The Governance Institute

The following publications are available for members to download at [www.governanceinstitute.com](http://www.governanceinstitute.com). Orientation E-Learning Courses are also available to members online.

- *Board Orientation Manual*
- Elements of Governance® online series (the fundamentals of governance, covering each of the fiduciary duties and core responsibilities)
- *Boards x 4: Governance Structures and Practices*, 2007 Biennial Survey of Hospitals and Healthcare Systems
- *Leadership Criteria for Physicians, Trustees, and Executives*
- *Healthcare Acronyms & Terms*, 5<sup>th</sup> Edition, 2008
- 8-minute DVDs: Interviews with Governance Experts (these short, instructional DVDs are ideal for an education session during a board meeting; transcripts are available to download online; order DVDs online or call The Governance Institute)
- The Governance Institute's Leadership Conferences for Trustees, Physicians, Executives, and Nurse Executives (for the conference calendar and complete program descriptions, visit [www.governanceinstitute.com/calendar](http://www.governanceinstitute.com/calendar))