

Elements of GOVERNANCE®

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BUILDING A BOARD EDUCATION PROGRAM



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Jona Raasch Chief Executive Officer
Zachary Griffin General Manager
Cynthia Ballow Vice President, Operations
Kathryn C. Peisert Managing Editor
Glenn Kramer Creative Director
Kayla Wagner Editor
Aliya Garza Assistant Editor



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Introduction

The current pace of change in the healthcare industry and increasing board responsibilities are making board education more important than ever. While orientation helps directors prepare for their role on the board, it's crucial that board members continue to stay educated in order to effectively govern their hospitals and health systems.

High-performing boards develop a customized education plan to ensure directors are always up-to-date and knowledgeable about the industry and the organization.

This *Elements of Governance*[®] covers the basics of building a board education program, including deciding who is responsible for coordinating education and how often education sessions occur, choosing education topics and delivery methods, and setting board education requirements. It also looks at state certification programs available to board members and current challenges to board education. Templates are included to assist with developing a new board education program or refining the one you currently have in place.

Overcoming Challenges to Board Education

Many boards are currently spending countless hours learning about the healthcare industry, hospitals and health systems, and governance. Yet, the complexity and demands of the industry are unending.

Specific challenges with respect to board education include the following:¹

- **Model:** There is no single standard (educational model) or curriculum for board education. This is not to suggest that there should be; however, there appear to be wide variations of practice with respect to board education, and concern by some board members that they not only need adequate training and education, but that it should be documented.
- **Budget:** There are wide variations in board education budgets as well, ranging from zero to \$75,000 a year. In the 2015 biennial survey of hospitals and healthcare systems, 31 percent of respondents spend \$30,000 or more annually for board education, while 2.6 percent said they don't spend any money on board education at all (see sidebar "Annual Expenditure for Board Member Education").²
- **Time:** Education takes time, a precious commodity for many board members. For some, the real challenge is trying to "juggle" their oversight function and obligations with education.
- **Culture:** The hospital (management and the board) must demonstrate respect for the importance of education in order to create a more informed and effective board, rather than a board in the dark or a "rubber stamp."

There are many ways to work through these challenges. All boards should have a formal education and development program that is unique to their organization and fits their budget, time limits, and culture.



1 Sean Patrick Murphy and Anne D. Mullaney, *Intentional Governance: Advancing Boards beyond the Conventional*, The Governance Institute, May 2010.

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

Annual Expenditure for Board Member Education

The findings from the 2015 biennial survey showed that:

- 31 percent of respondents spend \$30,000 or more annually for board education (up from 26 percent in 2013).
- 2.6 percent said they don't spend any money on board education (about the same as 2013).
- Health systems generally spend more for board education than other types of organizations, and the dollar amount has gone up (48 percent of systems spend \$50,000 or more vs. 38 percent in 2013; 32 percent spend over \$75,000 vs. 22 percent in 2013).
- Government-sponsored hospitals spend the lowest dollar amount for board education (54 percent spend under \$10,000).
- The analysis indicated a correlation between boards spending \$30,000 or greater on education with a higher frequency of rating overall board performance as "excellent."

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

Developing a Formal Board Education Program

Start with a Plan

The governance committee or board development committee generally spearheads the board's education program (review your committee charters if necessary and be sure that this responsibility is outlined for the appropriate committee in your organization). Governance support professionals then work with these committees to develop a formal board education plan where members receive education on matters of relevance to their board responsibilities.

The appropriate committee and governance support staff should create an organized schedule spanning one to two years with educational sessions mapped out that are designed to address the developing issues of interest to board and committee members. (See **Appendices 1** and **2** for examples of board education calendars.) When putting the education plan together, some questions to consider include:

- How often should we schedule board education?
- What learning methods (in-person presentations, Webinars, publications, etc.) work best for our board members and align with our budget?
- What topics are important for our board to focus on in the next two years? How will we go about assessing our education gaps?
- How does the board education program align with the organization's strategic plan?
- How will we measure success, beyond just completing the education sessions we mapped out?

All of these elements are discussed in this publication to aid in making these decisions.

To ensure that board education is receiving the proper amount of attention, some hospitals and health systems create a board education task force. This group helps strengthen the board's ability to provide highly effective integrated governance through the development of shared knowledge, ready access to a variety of learning opportunities, and occasions for interaction among board members. (See **Appendix 3** for a sample education task force charter.)

Decide Which Education Methods Are Best for Your Board

There are many different ways board members can access education. In order to choose the right delivery methods for your board, it is important to consider the various options and ask board members what they prefer. Oftentimes board members learn in different ways, so adding a variety of presentation modes and extra opportunities where directors can learn on their own can help accommodate everyone. Some examples of ways the board can access ongoing education include:

- Set aside time during a meeting to discuss a topic in which the board may be particularly interested or one that presents an area of weakness for the board. Provide supporting and background materials as needed.
- Take advantage of programs geared specifically to hospital and health system boards.

- Attend external educational conferences and events. If the full board is not able to attend, require those who attended to share highlights of what they learned or resources they received.
- Read and review relevant industry publications, journals, magazines, and news articles, and plan time to discuss such materials.
- Bring in expert consultants and facilitators to conduct educational sessions during board meetings or retreats.
- Review e-learning courses on an ongoing basis, either to test board member knowledge or remind them of the keys to effective governance.
- Plan facility tours or “rounds” with clinicians to make sure directors fully understand each piece of the organization.
- Watch educational videos or Webinars and discuss the potential implications of the topic for your organization.
- Have internal speakers at board meetings, such as the compliance officer or director of the quality improvement program. To learn about the organization’s services, it can be beneficial to have department managers provide an overview of their departments and/or programs.
- For systems, bring boards from the entire organization together once a year for an educational event.



Holding education sessions during board meetings is the most popular delivery method among boards, with reading publications coming in second, according to the 2015 biennial survey (see **Exhibit 1**). Education during a board meeting is most effective when it takes place at or near the beginning of the meeting and takes up roughly 15 percent of the meeting time (for example, a 15-minute session is appropriate for a 90-minute board meeting).

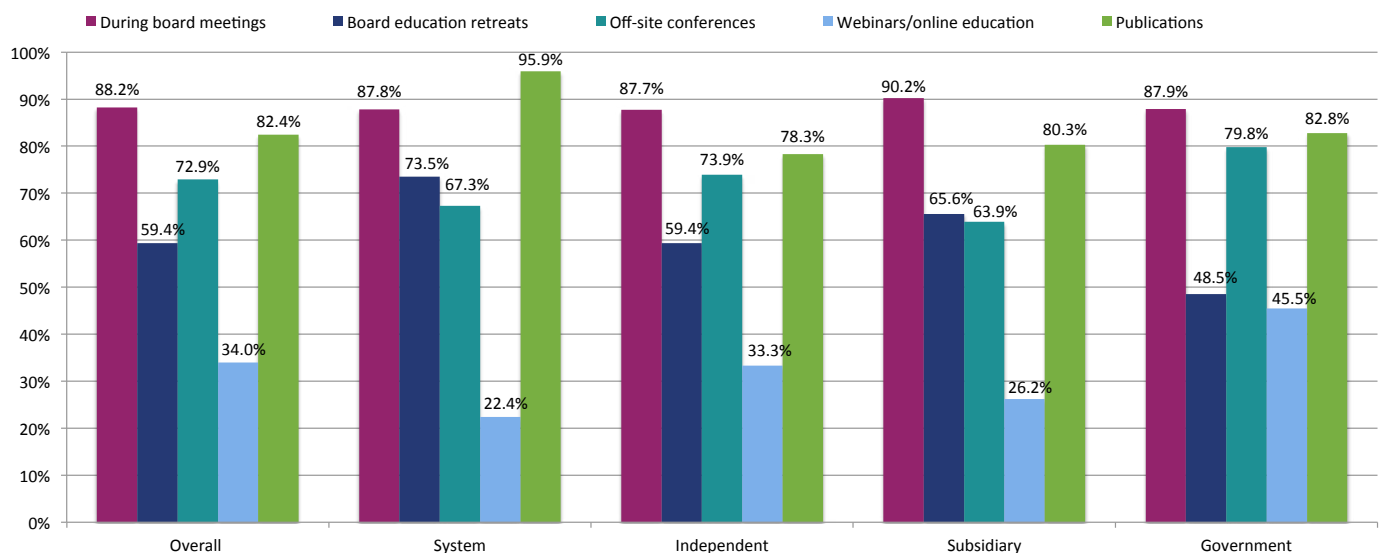


If the board needs education on a particular topic before making a major decision that affects the organization, it is important to schedule the education session in sufficient time prior to the board meeting during which the decision must be made, so that board members have time to absorb the information and determine questions that need to be addressed.

Boards that meet less frequently than once a month may choose to do a longer session on a quarterly basis (see **Appendix 4** for a sample education session agenda). A number of boards also choose to schedule education programs at an annual retreat, often to go along with strategic planning.

In addition to formal education, board support professionals can help educate the board through regularly providing educational materials by email or through the board portal to keep them apprised of anything going on in the organization or industry.

Exhibit 1. Delivery of Board Education



Prioritize Topics

Deciding which topics to focus on is often the most difficult part of an education plan. The sessions can capture subjects such as governance, finance, healthcare trends, strategic planning, and quality issues. The biennial survey showed that the most popular board education topics include legal/regulatory, quality/safety, and industry trends and implications (see **Exhibit 2**).

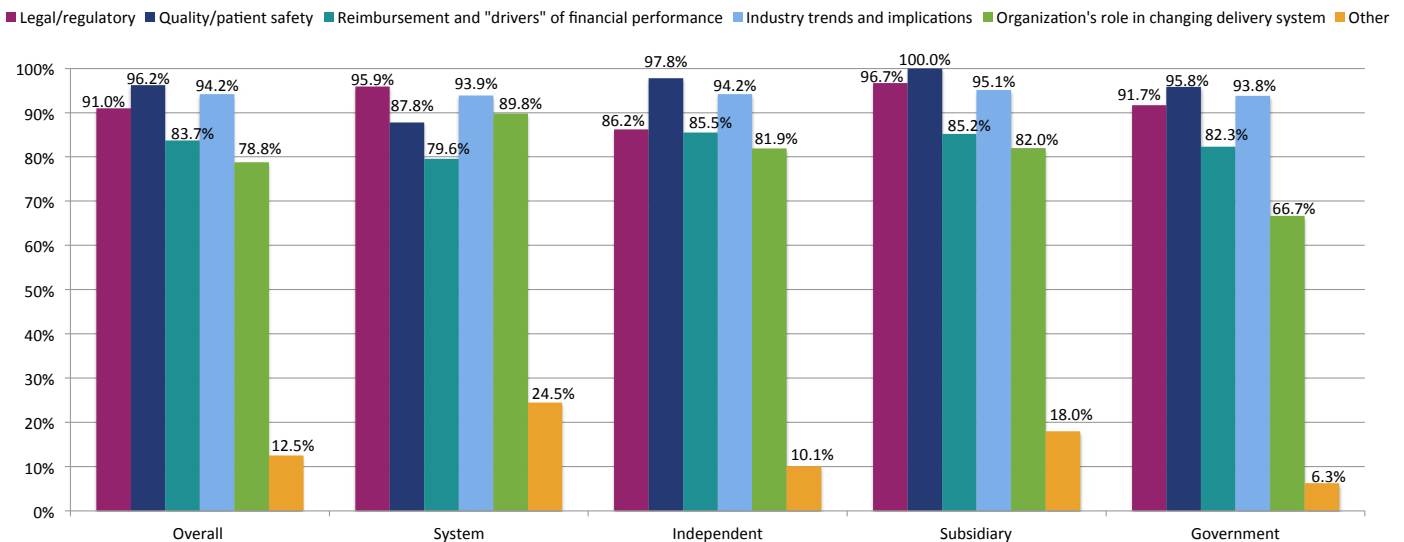


The topics and needs for board education can feel endless. Taking a look at the board's education gaps is often the best first step. Surveying board members about their current educational needs is an effective way to narrow down essential subjects (see **Appendix 5** for a sample education gaps assessment). The annual board self-assessment results are also a great tool for identifying additional areas for improvement.

Once the topics are decided, it can be helpful to drilldown and develop specific learning objectives to ensure that the topics are not too broad and will focus on exactly what the board needs to know. Whichever topics the board decides to cover, the committee overseeing education should ensure that they are in line with strategic challenges, organizational goals, and the board's work plans.

Because all board members have different educational needs, it is also important for each board member to have their own individual development plan. They can identify their unique education needs and how they plan to improve in those areas. The individual board member assessment results are helpful in putting this together.

Exhibit 2. Topics Covered for Internal Board Education



Set Expectations

The continuing education plan involves establishing clear, time-targeted, measurable objectives for the board. To be most effective, education goals should be specific and realistic. This often includes creating an education policy that establishes:

- The importance of education for the board/committees
- What is expected of the board/committees (e.g., hours of education required annually, number of external education sessions to attend, responsibility to keep up with local/national healthcare trends, etc.)
- The committee responsible for assisting with board/committee education and their role (as well as the role of the board and other parties involved, such as the governance support professional)
- Expectations around travel expenses for outside educational events

Having defined objectives for board education sets the tone that education is critical to board success and helps hold board members accountable for learning and growing in their role. Board education should be tracked and there need to be appropriate consequences for those who do not meet expectations. (See **Appendix 6** for a sample education policy.)

State Certification Programs

One avenue for education that has evolved over the past decade is board member certification programs provided by state hospital associations. By documenting compliance with governance standards, hospital and health system leaders can assure key stakeholders that they are willing to hold themselves to high standards regarding governance education and knowledge.

There are currently 20 states that have invested in board member certification programs, each with quite different program designs. A majority of the participants in these programs serve on boards of smaller hospitals, and often in rural markets. Larger multi-hospital health systems tend to encourage educational opportunities developed by their staff and support participation in outside educational programs.³ Only 10 states offer the most structured director certification programs:

- Alabama
- Arkansas
- Georgia
- Iowa
- Michigan
- Minnesota
- Nebraska
- New Jersey
- Tennessee
- Texas

Other states offer varying levels and types of director education including:

- Online courses
- Newsletters
- Conferences and symposiums

Five of the 10 “certification states” certify based on board member self-attestations of completion of program requirements. Only the Texas and Arkansas programs include tests or quizzes. Program rigor and design varies significantly, but motivating factors and competencies are similar:

- Motivations: the rapidly changing healthcare industry, increased scrutiny on healthcare organizations, and to encourage excellent governance.

³ James Rice, Kathryn Peisert, and Luke McKee, “Special Section: Board Member Certification: Does It Matter?,” *BoardRoom Press*, The Governance Institute, April 2016.

- **Competencies:** understand role and responsibilities of hospital board members, healthcare environment, quality and patient safety issues, and the board's fiduciary responsibilities.

State certification programs are generally low-cost or even free, although there are some programs that cost thousands. For example, Michigan has a fellowship program that is about \$7,000 per board member. This program focuses on a limited number of experienced directors and offers a rigorous nine-month fellowship as opposed to general certification.

For more details on the individual state certification and education programs, see www.governanceinstitute.com/directorcertification.

Conclusion

Board education must be more than a periodic event. It should be considered an integral part of the board's mission, purpose, and agenda.

Targeted, frequent board education is recognized as a governance best practice and contributes significantly to the board's exercise of its fiduciary duties. Board members benefit from exposure to current trends in the industry on a regular basis and need to have extensive knowledge of the organization, their role and responsibilities, strategic plans, quality goals, and much more.

A formal board education plan includes everything on the education spectrum from orientation, certifications, seminars, and board retreats to inclusion on and integration with the board meeting agenda. The education plan needs to be regularly updated, with education needs and gaps continually being evaluated. Committing to a formal board education plan ensures that learning is deliberate, strategic, and customized to the board's needs, which will lead to the best end result—a high-performing board ready to handle the complexity and demands of the role.

Appendix 1:

Sample Continuing Board Education Schedule

Objective: The continuing board education topics are designed to enhance individual and collective competencies of the board and enable our board members to be prepared to successfully carry out their duties.

Note: In addition to the sessions/events below, the board will regularly receive educational materials so that they are continually learning and keeping apprised of industry news and trends.

Board Education	Date	Location
Topic: Fundamental Fiduciary Duties Presenter: Educational Materials:	January 27, 2016	Boardroom
System-Wide Educational Event	February 11, 2016	Corporate Center
Topic: Essential Knowledge for Healthcare Governance Presenter: Educational Materials:	February 24, 2016	Boardroom
Topic: Finance 101 Presenter: Educational Materials:	March 30, 2016	Boardroom
Annual Board Retreat	April 22-24, 2016	San Diego, CA
Topic: The Distinction between Management and Governance Presenter: Educational Materials:	May 25, 2016	Boardroom
Topic: System Thinking and Partnering for a Better Community Presenter: Educational Materials:	June 29, 2016	Rehab Hospital
Topic: Quality and Safety Presenter: Educational Materials:	August 31, 2016	Boardroom
The Governance Institute's Leadership Conference	September 11-14, 2016	Colorado Springs, Colorado
Topic: Strategic Planning, Business Development, and Clinical Service Lines Presenter: Educational Materials:	September 28, 2016	Boardroom
Tour of Cancer Center	October 12, 2016	Cancer Center
Topic: Staffing: Grow Our Own Philosophy Presenter: Educational Materials:	October 26, 2016	Education Center
Topic: Healthcare of Tomorrow Presenter: Educational Materials:	November 30, 2016	Corporate Center

Appendix 2: Sample Education Program for Committees and the Board

Educational Topics by Meeting

	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC
Board		A		D		E	F		G		I	
Finance	B		J		D		A		I		F	
Gov. and Nom.			J			E		J		H		
Community Benefit		C		B		C		J		E		A
Quality	D	I	C	B	D		A	J	H	F	E	
Strategic Planning	E,A			K,B			C,F			I,H		
Retreat/ Education Sessions	B,J*		K*	A,B,E,F, H, K				C*		C,D,G,I, J		
Annual Board Orientation	B, C, D,E,H, K											

Source: ©ACCORD LIMITED 1990–2016. All Rights Reserved.

A: Health Reform

B: Fiduciary Duties

C: Mission Matters

D: Quality Oversight

E: Strategic Direction

F: Physician Alignment

G: Advocacy

H: Institutional Integrity

I: Information Technology

J: Advanced Governance

K: Leadership & Board

Participation

*Educational sessions held at usual monthly board meeting time.

Appendix 3:

Sample System Board Education Task Force Charter

Context and Purpose

Among the strongest themes to emerge over the course of the Governance Integration Project (GIP) is the importance of high-quality and common board education. The board education task force will enhance a culture of trust and strengthen the ability of the health system and member organization boards to provide highly effective integrated governance through the development of shared knowledge, ready access to a variety of learning opportunities, and occasions for interaction among board members.

Objectives

Development of an integrated system-wide board education program to incorporate, but not be limited to, best practices reported in the literature, a core curriculum, system- and entity-specific orientation, robust and varied electronic platforms and tools, and opportunities for interaction across boards. The task force will recommend performance standards and an ongoing mechanism for oversight and continuous improvement.

Resources

Home office staff will provide administrative support and linkage with health system content experts; facilitate access to Governance Institute consultants, publications, and e-tools; and solicit the resources of the state hospital association and the American Hospital Association. Staff will manage production of any new materials and development of any supporting technology.

Membership

The health system chair shall appoint from among the health system and member organization boards a chair and from seven to 12 members, to include at least one member from a non-hospital member organization board and at least one member from each of the three geographic market areas.

2016 Timeline

- | | |
|------------|---|
| June 13 | System board ratifies the charter |
| By July 10 | System chair appoints task force chair and members
Staff provides task force with an executive summary, to include: <ul style="list-style-type: none">a) System-specific data from 2015/16 GIP and BoardCompass surveys, GIP reports, and Summit work session reportsb) National best practices, benchmarks, and trendsc) Snapshot of current activity in support of orientation and education across the system |

July 10–30	Chair meets the governance committee chair to establish a coordinated/complementary approach to their respective bodies of work
July 10–30	Chair holds initial teleconference with members to establish the work plan, set the calendar, and assign tasks to staff
August 6	Staff assignments completed: drafts, research, scheduled consults, etc. circulated
TBD	Task force meets
September 19	Progress report to system governance committee
TBD	Task force meets
October 17	Progress reported to system board
TBD	Task force meets
November 14	Progress reported to governance committee
TBD	Task force meets
December 19	Task force recommendations approved by system board
2017	January to March implementation

Appendix 4:

Sample Education Session Agenda

Education Session: Quality and Safety

Presenters:

- Quality of Service Chair
- CMO/VP Medical Affairs
- Quality Monitoring Committee Chair

Topics to Cover:

- Hospital Jargon: Healthcare Acronyms—Our Own Language
- Board Committees: The Workforce of the Board
 - » Quality of Service Committee
 1. Collaboration and Role Delineation between Board and Medical Staff
 2. Credentialing Process
 3. Peer Review
 4. Medical Executive Committee
 5. Quality Monitoring Committee
 6. Medical Staff Policies and Rules and Regulations
 - » Hospital Quality Committee
 1. Performance Improvement Plan/LEAN/Six Sigma
 2. Pharmacy and Therapeutics
 3. Clinical Quality Council
- Patient Safety
- Risk Management
- Corporate Compliance
- Patient, Employee, Physician Surveys
- Patient- and Family-Centered Care

Optional Tour:

- Pharmacy
- Inpatient Area

Appendix 5: Sample Board Member Education Gaps Survey

Please rate your skill or knowledge level in the following areas. Please also indicate the importance of this skill or knowledge to you as a board member.

I know and understand my responsibilities under the...

	Rate Your Skill or Knowledge Level				Rate the Importance of This Skill/Knowledge for Board Members				
	Poor	Fair	Good	Very Good	Very Unimportant	Unimportant	Somewhat Important	Important	Very Important
Fiduciary duty of care (Requires board members to have knowledge of all reasonably available and pertinent information before taking action.)									
Fiduciary 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.)									
Fiduciary duty of obedience (Requires board members to ensure that the organization's decisions and activities adhere to its fundamental corporate purpose and charitable mission as stated in its articles of incorporation and bylaws.)									
Fiduciary duty of oversight (Requires board members to exercise reasonable and prudent oversight of the enterprise with respect to corporate officers, agents, and employees to whom such affairs are delegated.)									

As a board member, I know and understand...

	Rate Your Skill or Knowledge Level				Rate the Importance of This Skill/Knowledge for Board Members				
	Poor	Fair	Good	Very Good	Very Unimportant	Unimportant	Somewhat Important	Important	Very Important
My role and responsibilities (expectations) as a board member									
The difference between the appropriate role of the board versus the role of management and the medical staff in decision making									
My legal liability as a board member, as well as the consequences of unethical actions									
Our board Code of Conduct									
The various committees on our board and their respective purposes									
My organization's bylaws									

As a board member, I can...

	Rate Your Skill or Knowledge Level				Rate the Importance of This Skill/Knowledge for Board Members				
	Poor	Fair	Good	Very Good	Very Unimportant	Unimportant	Somewhat Important	Important	Very Important
Navigate and understand financial statements, including basic financial principles and metrics									
Understand implications of policies to the organization									
Evaluate our own performance as a board, and my performance as a board member									
Understand the strategic direction and goals for the organization									
Monitor performance of the organization and senior management, including CEO evaluations									
Advocate for the health needs of the community of my organization									
Participate in philanthropic activities and goals to benefit the organization and community									

Thinking more broadly about the organization and healthcare in general, I know and understand...

	Rate Your Skill or Knowledge Level				Rate the Importance of This Skill/Knowledge for Board Members				
	Poor	Fair	Good	Very Good	Very Unimportant	Unimportant	Somewhat Important	Important	Very Important
The current healthcare environment, including systems issues, community health issues, and trends									
Health reform legislation and implications (both financial and care delivery aspects) for our organization									
Payment models used in healthcare (e.g., fee-for-service, capitation, etc.)									
Quality and quality metrics related to healthcare and healthcare outcomes									
The various regulatory, credentialing, and accreditation requirements for our organization (e.g., CMS, The Joint Commission, etc.)									
The physician credentialing process and related issues, including medical malpractice and professional liability									
The local market and competition									
The overall strategic plan guiding the organization (population health, new payment models, value-based care)									
How my board fits into the overall organization strategy									
How the mission impacts clinical care									
My organization's history and how we got to where we are today									
National and local (as applicable) hospital laws and regulations that impact my organization									
The needs of the community and stakeholders									
The organization's various services and culture									
Public policy matters and legislative and advocacy processes, including the appropriate role of the board in this area									

What other knowledge areas or topics would you like more information on to help you be more prepared in your role?

Rate your preferred learning method below from 1 to 5 where 1 is your most preferred and 5 is your least preferred:

- _____ In-person: classroom
- _____ Self-paced: videos
- _____ Self-paced: e-learning
- _____ Self-paced: resource recommendations
- _____ Online learning: Webinar

Additional comments about board education:

Appendix 6: Sample Governance Education Policy

This sample was provided by Sparrow Health System, Lansing, Michigan

Policy #: Effective Date: Revision Date: Approvals: Health System Board	Approval Signatures: _____ _____ _____
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Policy:

It is the policy of the board of directors, as a component of its continuing education plan, that members of governance be encouraged and afforded every reasonable opportunity to attend educational sessions, internal and external, on subjects that are deemed to be relevant to their duties and responsibilities as board members. It is expected that board members will attend at least one statewide or national education session during each three-year term. Affiliate board members are expected to attend at least one local or statewide education session during each three-year term. Committee member education opportunities and expectations (both board member and non-board member) will be considered at the recommendation of the committee chair to the governance effectiveness committee (GEC).

The GEC will serve as a resource to assist board members in identifying opportunities for education and selecting appropriate education sessions. The board of directors believes that the value of outside education sessions is enhanced when members participate with other members, with members of the medical executive committee, and with members of the executive team. When possible, therefore, “group attendance” is encouraged.

The health system will reimburse all reasonable expenses incurred by board members or non-board committee members who attend outside education sessions as outlined in the Travel Policy #336. It is anticipated that spouses/significant others may accompany board members and non-board committee members when they attend outside education sessions. In these instances, the health system will reimburse appropriate expenses—excluding travel to and from the education session incurred by the spouse or significant other at the education session.

In order for the entire board of directors to benefit from outside education sessions, feedback from returning education session attendees is encouraged. The form of the feedback and the forum in which it is presented will be determined by the GEC.

Scope:

This policy applies to the health system and its affiliates.

Definitions:

Governance Member: any individual serving on a board within the health system.

System/Hospital Board Member: individual who serves on the health system or hospital board.

Affiliate Board Member: individual who serves on any wholly owned affiliate board.

Non-Board Committee Member: individual who serves as a voting member on a board committee but is not currently a member of the health system/hospital board.

Responsibilities and Procedures:

Responsible Party	Actions
Executive Director, Governance	<ul style="list-style-type: none"> Annually, and as updated information is available, provide a list of potential outside educational sessions to the board. Assist board members with appropriate travel pre-approval forms and expense report completion.
Governance Effectiveness Committee	<ul style="list-style-type: none"> Work with the Executive Director, Governance to conduct an annual educational session locally. Serve as a resource to assist board members in selecting appropriate education sessions. Assist committee chairs in selection of non-board committee members to attend external education sessions. Work with education session attendees to determine format and forum for feedback.
Board Members	<ul style="list-style-type: none"> Participate in continuous learning with regard to governance, education-related travel, journals, etc. to facilitate continuous improvement.

Revision History:

Date	Revision #	Changes	Referenced Section

References:

Author: Executive Director, Governance

Owner: Governance Effectiveness Committee, Board of Directors

Related Policies: Travel Policy #336