



Worksheet: Onboarding Curriculum for Subsidiary Board Members Utilizing Governance Institute Resources

This worksheet provides a sample onboarding curriculum for new subsidiary board members utilizing various Governance Institute publications, tools, and resources. Discussion questions are included as well as links to recommended resources and reference material.

Governance Institute Board Orientation E-Learning Course Module

- Lesson 1: Fundamental Fiduciary Duties (care, loyalty, obedience)
- Lesson 2: How the Board Accomplishes Work (policy formulation, decision making, and oversight)
- Lesson 3: Board Responsibilities: Quality Oversight and Financial Oversight
- Lesson 4: Board Responsibilities: Strategic Direction and Mission Oversight
- Lesson 5: Board Responsibilities: Board Development, Management Oversight, and Community Benefit and Advocacy
- Lesson 6: Committees: The Workhorses of the Board
- Lesson 7: Gaining Perspective and Serving Effectively: An Overview of the Healthcare Industry

[Access the Board Orientation Course here.](#)

(Related resource: [Board Orientation Manual, Fifth Edition](#))

Organization-Specific Questions for Discussion

1. What are my responsibilities as a member of a subsidiary/affiliate board?
Reference material:
 - [Prototype Governance Matrix](#)
2. What is the role of physicians on the board? To represent the interests of the physicians, patients, and/or the organization as a whole?
3. What is my legal liability as a board member?
Reference material:
 - Legal Liability as a Board Member section in [Board Orientation Manual, Fifth Edition](#)
 - Yates memo
 - [“I’m Personally Liable for What?”: Mitigating Risks of Individual Director Liability for Corporate Misconduct](#) (E-Briefings article, July 2016)
4. What national and local laws and regulations impact my organization that I should be aware of? (Role of legal

counsel and compliance officer in reporting to the board.)

Reference material:

- [The Increasing Importance of Legal Counsel, Compliance, and Their Interaction with Healthcare Boards](#) (white paper, Spring 2016)
5. Why is it important that I am familiar with my affiliate organization’s bylaws? How does this knowledge allow me to do a better job as a board member?
 6. What are our board’s role and responsibilities relative to the system board?
 7. What is our committee structure and what are their roles related to the affiliate board and the system board?
Reference material:
 - [Board Organization and Structure: An Intentional Governance Guide: Trends, Tips, and Tools](#) (December 2015)
 - [Elements of Governance: Board Committees, Second Edition](#) (February 2016)
 - [Worksheet: M&A for CEOs](#) (June 2017)
 8. What is our organization’s history and how did we get to where we are today? How has our board’s role changed over time?
 9. How should our board and committee meeting agendas be structured to maximize time for strategic and generative discussion?
Reference material:
 - [Elements of Governance: Effective Board Meetings, Second Edition](#) (October 2015)
 - [Worksheet: Committee Meetings](#) (March 2017)
 10. How do we handle situations in which our interests and the interests of the system do not align?

Potential Reading Assignments

[“How to Increase Board Engagement in Quality and Finance”](#) (*BoardRoom Press* special section, February 2014)
[“The Move Toward an Activist Board”](#) (E-Briefings article, January 2013)
[“Advisors’ Corner: A Chronic Condition: Distinguishing Governance from Management”](#) (*BoardRoom Press* article, August 2010)
[Elements of Governance, Transitioning to Effective System Governance](#) (2013)

For more resources visit the [Subsidiary and Local Boards page](#) on our Web site.