Elements of GOVERNANCE®

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

A SERIES BY THE GOVERNANCE INSTITUTE

Governance Development Plan

SECOND EDITION

THE GOVERNANCE INSTITUTE

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The essential resource for governance knowledge and solutions®

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Elements of Governance®

A Governance Institute Series

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.

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Introduction

What Is Great Governance?

Great governance is a system of strategy and policy decision making by community, physician, and management leaders designed to (a) define the strategic and financial plan for the organization, (b) hire and support a CEO to implement actions and investments needed to achieve this strategic and financial plan, and (c) actively monitor, on behalf of the public, the progress in achieving these plans and budgets in the most cost-effective, ethical, and highest-quality manner possible.

Building Blocks for Great Governance

To accomplish this lofty purpose, the board understands that a number of building blocks for success must be available (see diagram below).

Why Is It Necessary to Intentionally Develop and Nurture Great Governance?

The challenges facing the organization, and the complicated needs of communities and patients, physicians, and employees, require faster and smarter decisions about who we are, where we need to go, how to work together to get there, how to measure and monitor the degree of our accomplishments, and how to make needed improvements if we stray off course.

An environment of change and challenge demands great governance. Here are some of the pressures hospitals and health systems are currently facing:

- Questions surrounding health reform implementation and its implications

- Physician shortages and the need to build new relationships with physicians
- New information technologies (such as electronic health records), creating competitive advantage to those who are early movers
- Scarce availability to capital
- Declining reimbursement from all payers
- More assertive consumers and patients
- Calls for better quality and patient safety, and the increased need for care coordination with provider accountability

Objectives of a Board Development Plan

Most boards prepare an annual education and development plan that focuses on areas of board performance improvement. Some approach governance development as a strategic plan—identifying ambitious goals for achievement over the typical board member term (e.g., three years, five years). The time frame will be specific to the organization; however, fixing the time frame usually is less challenging than identifying specific areas for improvement—the elements of the plan.

As an introduction to the development process, a governance development plan, at a minimum, should encourage discussion around the following questions:

- What is great governance?
- Why do we need to intentionally develop and nurture it, rather than hope it just happens?
- What are the building blocks for great governance?

Building Blocks for Great Governance

Board Information System ← Excellent Committes ← Size & Structure of Board ← Board Composition ← Market Needs & Strategic Plans

Great Meetings: Calendars Agendas → Board Job Descriptions → Terrific Orientation Process → Excellent Ongoing Education Program → Ongoing Assessment & Refinement
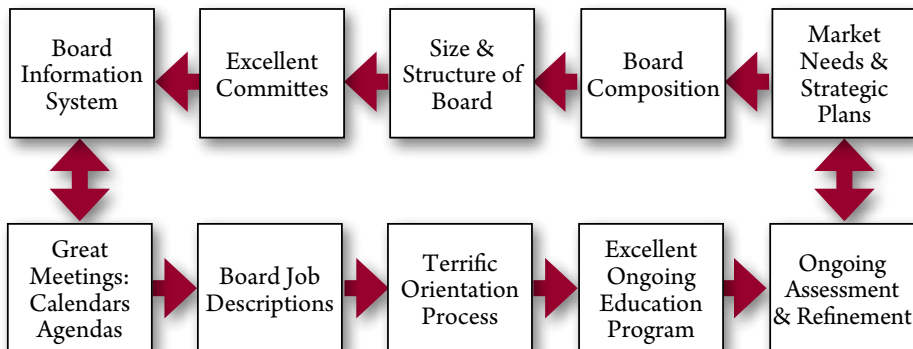
- What actions should we take to enhance board performance over the coming year?
- What actions should we each take to enhance our personal growth and effectiveness as individual board members?
- What actions should management take to help support our efforts at collective and personal performance improvement?
- What are the longer-term strategies we should consider to advance the overall effectiveness of our board?
- What outcomes can we expect from a governance development plan?

A board's focus on development will bring more effective decision-making processes with these key attributes:

- » More focus on strategic decisions; less on tactical or operational decisions
- » Efficient use of individuals' time and talents
- » Civil discussion about what to do and how to do it
- » Mutual respect and trust for each other and for management
- » Increased stakeholder (patients, physicians, employees, and the community) confidence and satisfaction about where the organization is headed
- » A higher level of organizational financial performance and vitality

Success of the board development initiative hinges on buy-in from the board and vigilant attention to the goals derived from the plan. Individual directors and the collective whole must agree to measure the degree to which the board's goals of great governance are actually achieved.

The Board Development Plan

Planning for Success

To effectively discharge its key roles, a board must identify dimensions of governance on which it wishes to focus, and then develop an approach to each. The approach must include practical strategies with specific steps, the responsible party/parties, and implementation timelines.

Below are some suggestions for dimensions of governance. Individual health systems or hospitals should review these dimensions and then develop and work from their own list—one that best suits their specific environment and situation.

Dimensions of Governance

If your focus is primarily governance structure, your board development action plan should address continuing education, board selection, board composition, meeting organization and content, committee structure, and board evaluation—these are basic dimensions related to governance structure and assessment.

Seven Dimensions of Governance Structure

A development plan that concentrates on governance structure should focus on the following seven dimensions (see **Appendix 1. Sample Board Development Plan I—Board Structure**):

1. Board composition
2. Calendar of meetings
3. Board agendas
4. Board information
5. Board self-assessment
6. Board committees
7. Board education

Nine Dimensions of Board Development—Board Attributes

Another type of development plan goes beyond governance structure to include leadership, strategic decision making, and other key board responsibilities (see **Appendix 2. Sample Board Development Plan II—Board Attributes**):

1. Board structure
2. Leadership effectiveness
3. Board culture
4. CEO evaluation
5. Board membership and selection
6. Board self-assessment
7. Strategic decision making
8. Stakeholder relationships
9. Board education and orientation

Nine Dimensions of Board Operations—Board Practices

For the ambitious board, the optimal board development plan focuses on a list of recommended board practices in the three fiduciary duties and six core responsibilities (see **Appendix 3. Sample Board Development Plan III—Board Practices**):

1. Duty of care
2. Duty of loyalty
3. Duty of obedience
4. Financial oversight
5. Quality oversight
6. Setting strategic direction
7. Self-assessment and development
8. Management oversight
9. Advocacy

The Process

Samples of development plans, as well as guidelines for optimal board practices, appear in the Appendix. We recommend that you view these sample templates as a *starting point* for board discussion of its development needs. You will want to review the lists of structure issues, attributes, and practices; then select those you believe most important for your board to discuss for its development over an identified time frame (e.g., one year, three years—whatever works for your board). Next, have the board discuss its performance in each area. This exercise—a quasi-self-assessment—should not be considered a proxy for a formal board self-evaluation; rather, it is a structured approach to a formal governance development plan. The next step involves a structured brainstorming session to identify goals and objectives to address each of the areas the board has identified as essential for its development and improved performance. Then, with goals and objectives identified, the board can establish time frames for meeting its objectives.

We recommend that the process for putting together a governance development plan—and its implementation—be guided by the governance committee or a committee with similar responsibilities. An organization may decide to have the designated committee go through the entire process by itself and then bring a recommended plan to the full board. Alternatively, the organization may choose to involve the full board in the process and then place responsibility for plan implementation with the committee. In this case, we believe it is more efficient to schedule a special meeting or retreat outside the annual calendar of board meetings to get this done.

The Process for the Governance Development Plan

1. Review the lists of governance dimensions—board structure, attributes, and practices.
2. Select those dimensions you believe most important for your board to discuss for its development over an identified time frame.
3. Schedule and conduct board discussion of its performance in each area.
4. Conduct a structured brainstorming session to identify goals and objectives to address each of the areas the board has identified as essential for its development and improved performance.
5. Establish time frames for meeting identified objectives.
6. Place overall responsibility for implementation of the governance development plan with the governance effectiveness committee (or a committee with similar responsibilities) or, if the board does not have an appropriate committee for this project, identify someone on the board to take the lead (e.g., chair, vice chair).

Summary

Great governance depends on vigilance. Boards are currently faced with daunting challenges not seen before in the healthcare industry, so now is the time to ensure all steps are being taken to sustain the organization through the next decade and beyond. It cannot be done without a high-performing board. Just as the board places great responsibility on its monitoring of the progress and performance of the organization, the board should also monitor its own performance pulse, identify its optimal "reading," and then put corrective steps into an action plan with clear objectives and time frames. This then becomes the governance development plan, a key component of high-performing governance.

Putting together a development plan involves buy-in from the entire board—on the process, the areas needing improvement, goals and objectives, and time frames. There are many areas of focus for boards, and the decisions made throughout the process of developing and implementing a plan will vary from organization to organization and from board to board within an organization.

Boards have a lot of responsibilities and a lot to accomplish, and it may be easy to put governance development on the "back burner." However, at some point—it could be before, during, or after an organizational crisis, or just in the ordinary course of business—it will become evident that the time for governance development as an integral part of overall board performance is *now*.

Appendix 1.
Sample Board Development Plan I—Board Structure

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

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

Appendix 2.
Sample Board Development Plan II—Board Attributes

	We Do This Well Now	We Need to Focus on This	Plan for Improvement Goals and Objectives/Tasks—Timelines
Board Structure			
The board is large enough to offer diversity of views, yet small enough to be efficient.			
Committees and task forces have specific charters, well-qualified members, efficient operating rules, and are equipped with a strategic direction.			
The board will redesign governance based on opportunities to produce dramatically improved outcomes.			
Leadership Effectiveness			
The board behaves in a professional manner.			
The board is not reluctant to challenge strategic thinking of management, others.			
The board understands the difference between management and governance, and strives to stay out of operations.			
The board is team-oriented and comprised of team players.			
The board uses excellent decision-making techniques.			
The board understands healthcare issues, challenges, and impacts.			
Board members are leaders who know how to encourage innovation and welcome organizational change.			
The board confronts barriers to organizational transformation and innovation.			
The board deals efficiently and effectively with unplanned change.			
The board focuses on vision and outcomes versus programs and actions.			
Board members are open to alternative views and challenge conventional wisdom.			
Board members think in terms of the future and can envision various scenarios and their implications.			

	We Do This Well Now	We Need to Focus on This	Plan for Improvement Goals and Objectives/Tasks—Timelines
Board Culture			
The board has a shared governance vision.			
The board has a culture that embraces change.			
The board views change as a creator of opportunities versus viewing change as a threat.			
The board capitalizes on the knowledge, insights, and experiences of its members.			
The board successfully adapts to a complex, fast-paced environment.			
The board makes rapid and informed decisions resulting from continuous knowledge development.			
The board synthesizes important information into knowledge for strategic advantage.			
CEO Evaluation			
The board has comprehensive, clear criteria for CEO evaluation.			
The board and CEO agree on scope, purpose, and how evaluation is tied to compensation.			
The evaluation has specific performance goals related to strategic success.			
The evaluation process works effectively to attract/retain quality leadership.			
Board Membership and Selection			
The board has a competency-based selection process that is matched with board strategic needs.			
Each member has an expertise profile.			
The selection process ensures diverse, well-qualified, and dedicated people.			
Recruitment needs are based on future board needs (at least three years in the future).			
The board has evaluated whether term limits do or would work well for its overall performance.			

	We Do This Well Now	We Need to Focus on This	Plan for Improvement Goals and Objectives/Tasks—Timelines
Board Self-Assessment			
The board conducts an annual self-assessment of the board as a whole.			
The board conducts assessments of individual board members, and uses the outcomes of these assessments in reappointment decisions.			
The board uses the assessment process to identify specific governance improvement opportunities, and has included these in an annual plan for improvement.			
Strategic Decision Making			
Board meeting agendas match strategic issues and priorities.			
The board devotes at least 60 percent of its time to strategic and policy issues; it generates key insights and wisdom versus simply gathering information.			
Board discussion is future-oriented.			
Management provides the board with well thought-out options and alternatives.			
The board provides strategic guidance to management.			
The board continually scans the environment for meaningful change that is critical to the organization.			
The board anticipates market needs rather than reacts to them.			
The board strategically invests in new core competencies.			
The board can rapidly modify strategic direction as circumstances change.			
Stakeholder Relationships			
The board understands key stakeholders' perceptions.			
The board develops *new* responses to community needs.			
The board has clearly defined the organization's value/brand, and has committed to exceeding expectations and enhancing stakeholder satisfaction.			
The board knows how to build collaborative relationships.			

	We Do This Well Now	We Need to Focus on This	Plan for Improvement Goals and Objectives/Tasks—Timelines
Stakeholder Relationships (cont.)			
The board understands and develops effective responses to the interest and needs of patients and customers.			
The board has an active advocacy program to ensure that civic, state, and federal leaders understand key healthcare issues as these issues relate to their constituencies.			
The board has defined what success will look like as a result of governance and organizational change.			
Board Education and Orientation			
The board has a written policy and budget for education and development.			
New directors receive a thorough orientation.			
The board has an active ongoing education program tied to strategic challenges.			
The board has a peer-to-peer mentoring program.			
Board meetings typically include an education component.			
The governance development process is responsible for merging governance issues, education, and self-assessment.			

Appendix 3.
Sample Board Development Plan III—Board Practices

	We Do This Well Now	We Need to Focus on This	Plan for Improvement Goals and Objectives/Tasks—Timelines
Duty of Care			
The board requires that new board members receive education on their fiduciary duties.			
The board regularly reviews policies that specify the board's major oversight responsibilities at least every two years.			
The board reviews financial feasibility of projects before approving them.			
The board considers whether new projects adhere to the organization's strategic plan before approving them.			
The board receives important background materials at least one week in advance of meetings.			
The board has specified minimum meeting attendance requirements in a written policy.			
The board ensures effective committee structure by updating committee charters annually.			
The board oversees (but doesn't "rehash") board committee work.			
The board secures expert, professional advice before making major financial and/or strategic decisions (e.g., financial, legal, facility, other consultants, etc.).			
Duty of Loyalty			
The board has adopted a conflict-of-interest policy that, at a minimum, complies with the most recent IRS definition of conflict of interest.			
The board's conflict-of-interest policy contains "disabling guidelines" that define specific criteria for when a director's material conflict of interest is so great that the director should no longer serve on the board.			
The board has adopted a specific definition, with measurable standards, of an "independent director" that, at a minimum, complies with the most recent IRS definition of an "independent director."			

Board members complete a conflict-of-interest disclosure statement annually.			
The board assesses the adequacy of its conflict-of-interest statement at least every two years.			
The board enforces a written policy on confidentiality that requires board members to refrain from disclosing confidential board matters to non-board members.			
The board enforces a written policy that states that deliberate violations of conflict of interest/confidentiality constitute grounds for removal from the board.			
The board's enforcement of the organization's conflict-of-interest/confidentiality policy is uniformly applied across all members of the board.			
The board ensures that the federal Form 990 information filed with the IRS meets the highest standards for completeness and accuracy.			
Duty of Obedience			
The board oversees a formal assessment at least every two years to ensure fulfillment of the organization's mission.			
The board ensures that the organization's written mission statement correctly articulates its fundamental purpose.			
The board rejects proposals that put the organization's mission at risk.			
The board has approved a "code of conduct" policies/procedures document that provides ethical requirements for board members, employees, and practicing physicians.			
The board seeks independent (i.e., third party) expert advice/information on industry comparables before approving executive compensation.			
The full board reviews and approves all elements of executive compensation to ensure compliance with statutory/regulatory requirements.			
The board has delegated its executive compensation oversight function to a group (e.g., committee, *ad hoc* group, task force, etc.) composed solely of independent directors of the board.			
The board has a written policy outlining the organization's approach to physician competition/conflict of interest.			
The board has approved a compliance plan that includes monitoring of arrangements with physicians (e.g., employment, contracting, medical directorships, etc.) to ensure adherence to current laws/regulations.			

The board routinely receives reports from management about the organization's corporate compliance program (e.g., systems for detecting, reporting, and addressing potential violations of law or payment regulations, etc.).			
The board has approved a "whistleblower" policy that specifies the following: the manner by which the organization handles employee complaints and allows employees to report in confidence any suspected misappropriation of charitable assets.			
The board has adopted a policy or policies on community benefit that includes all of the following characteristics: a statement of its commitment, a process for board oversight, a definition of community benefit, a methodology for measuring community benefit, measurable goals for the organization, a financial assistance policy, and commitment to communicate transparently with the public.			
Financial Oversight			
The board approves the organization's capital and financial plans.			
The board reviews information at least quarterly on the organization's financial performance against plans.			
The board demands corrective actions in response to under-performance on capital and financial plans.			
The board requires that the organization's strategic and financial plans are aligned.			
The board understands its options with respect to acquiring debt and, if applicable, participates in the bond issuance process.			
The board monitors the organization's debt obligations and investment portfolio.			
Board members responsible for audit oversight meet with external auditors, without management, at least annually.			
The board has a written external audit policy that makes the board responsible for approving the auditor as well as approving the process for audit oversight.			
The board has created a separate audit committee (or another committee or subcommittee specific to audit oversight) to oversee the external and internal audit functions.			
The board has adopted a policy that specifies that the audit committee (or other committee/subcommittee whose primary responsibility is audit oversight) must be composed entirely of independent persons.			
The board has adopted a policy on financial assistance for the poor and uninsured that adheres to the mission and complies with federal and state requirements.			
Quality Oversight			
The board reviews quality performance measures (using dashboards, balanced scorecards, run charts, or some other standard mechanism for board-level reporting) at least quarterly to identify needs for corrective action.			
The board requires major new hospital clinical programs or services to meet quality-related performance criteria (e.g., volume requirements, effective staffing levels, accreditation, etc.).			

The board includes objective measures for the achievement of clinical improvement and/or patient safety goals as part of the CEO's performance evaluation.			
The board participates in the development of and/or approval of explicit criteria to guide medical staff recommendations for physician appointments, reappointments, and clinical privileges.			
Both the board and the medical staff are at least as involved or more involved than management in setting the agenda for the board's discussion surrounding quality.			
The board devotes a significant amount of time on its board meeting agenda to quality issues/discussion (at most board meetings).			
The board requires management to base at least some of the organization's quality goals on the "theoretical ideal" (e.g., zero central line infections, zero sepsis, and so forth).			
The board reviews its quality performance by comparing its current performance to its own historical performance.			
The board has a standing quality committee.			
The board reviews patient satisfaction/patient experience scores at least annually.			
The board participates at least annually in education regarding issues related to its responsibility for quality of care in the organization.			
The board has adopted a policy that requires the organization to report its quality/safety performance to the general public.			
The board is willing to challenge recommendations of the medical executive committee(s) regarding physician appointment or reappointment to the medical staff.			
Setting Strategic Direction			
The full board actively participates in establishing the organization's strategic direction such as creating a longer-range vision, setting priorities, and developing/approving the strategic plan.			
The board is engaged in ongoing education about the critical strategic issues challenging the organization.			
The board requires that all plans in the organization (e.g., financial, capital, operational, quality improvement) be aligned with the organization's overall strategic plan/direction.			
The board evaluates proposed new programs or services on factors such as financial feasibility, market potential, impact on quality and patient safety, and so forth.			

The board discusses the needs of all key stakeholders when setting strategic direction for the organization (i.e., patients, physicians, employees, and the community).			
The board considers how the organization's strategic plan addresses community health status/needs before approving the plan.			
The board requires that major strategic projects specify both measurable criteria for success and who is responsible for implementation.			
The board sets annual goals for board and committee performance that support the organization's strategic plan/direction.			
The board spends more than half of its meeting time during most board meetings discussing strategic issues as opposed to hearing reports.			
The board has adopted policies and procedures that define how strategic plans are developed and updated (e.g., who is to be involved, time frames, and the role of the board, management, physicians, and staff).			
The board requires management to have an up-to-date medical staff development plan that identifies the organization's needs for ongoing physician availability.			
The board has established policies regarding payment to physicians for hospital support (e.g., physician employment, financial support for physician recruitment, payment for ED call, etc.).			
The board reviews an up-to-date community health needs assessment at least every two years to understand health issues of the communities served.			
Self-Assessment and Development			
The board engages in a formal process to evaluate its own performance at least every two years.			
The board uses the results from the process to establish board performance improvement goals.			
The board uses a formal orientation program for new board members.			
The board ensures that board members receive support for ongoing board member education.			
The board assesses the organization's bylaws/structures at least every three years.			
The board uses competency-based criteria when selecting new board members.			
The board uses a formal process to evaluate the performance of individual board members.			
The board has established performance requirements for board member reappointment.			
The board has a mentoring program for new board members.			
The board uses an explicit process of board leadership succession planning to recruit, develop, and choose future board officers and committee chairs.			
Management Oversight			
The board follows a formal process for evaluating the CEO's performance.			

The board and CEO mutually agree on the CEO's written performance goals prior to the evaluation.			
The board requires that the CEO's compensation package is based, in part, on the CEO performance evaluation.			
The board requires that CEO compensation be determined with due consideration given to a benchmark review of CEO compensation in comparable organizations.			
The board requires that the CEO maintain a written, current succession plan.			
The board convenes executive sessions periodically without the CEO in attendance to discuss CEO performance.			
Advocacy			
The board uses the ability to advocate to legislators, the community, or prospective donors on behalf of the organization as a criterion in the selection process of new board members.			
The board identifies legislative goals/public policy advocacy priorities for board members at least every two years.			
The board reviews a survey of community perceptions of the organization at least every three years.			
The board assists the organization in communicating with key external stakeholders (e.g., community leaders, potential donors).			
The board actively supports the organization's fund development program (e.g., board members give according to their abilities, identify potential donors, participate in solicitations, serve on fund development committees).			
The board has a written policy establishing the board's role in fund development and/or philanthropy.			
The board expects individual board members to engage in advocacy efforts with legislators.			
The board has adopted a policy regarding information transparency, explaining to the public in understandable terms its performance on measures of quality, safety, pricing, and customer service.			
The board requires that management annually report community benefit value to the general public (i.e., the community).			

Appendix 4.
Guidelines for Optimal Board Performance

Better Meetings

- Make sure at least 60 percent of board meeting time is focused on the future and strategically important items, not on reviews of the past.
- Put optimal effort into preparation for the meeting; board members should receive the agenda and materials at least one week in advance of meetings, and be required to arrive at meetings fully prepared to discuss all items on the agenda.
- Look at future critical issues and develop strategies for dealing with expected problem areas.
- Use dashboards and graphics to review financial and quality performance data and hold management accountable for achieving improvement goals related to performance metrics.
- Have a planned calendar for the year that defines when key topics and decisions are scheduled.
- Maintain a clear purpose for each meeting through careful planning to achieve objectives in a limited amount of time.
- Use a consent agenda (carefully).
- Ask members at the beginning of the meeting if there are additional items to place on the agenda. Secure agreement from board members to cover these items, or place on the next meeting agenda. Then, make sure there is minimal distraction from the final agenda.
- Allow a short period at the end of the meeting for board members to express personal views on the work the board is doing.
- Meetings should be interesting. The format may need to change from time to time to keep members' full attention.
- Ask each board member, in less than one minute, to add something of concern to the meeting (whether it is a weakness or strength, or simply information).
- Consider using new technologies to improve the flow of ideas and information among all members and the CEO (e.g., email, secure board portal, or other e-governance online tool).
- Make certain all members have an opportunity to participate in meetings.
- Occasionally bring in presentations from "real people" such as a patient, a physician, a community leader, or a competitor.
- Build in Q & A sessions to keep board members involved.
- Continue to provide opportunities for board education.
- Start and end meetings on time.
- Always consider which issues can appropriately be delegated to committees/subcommittees/*ad hoc* groups.

Better Committee Work

- Develop an annual roadmap/action plan for each committee—develop clear expectations of what the committee needs to accomplish for each quarter.
- Make committee goals and purposes clear from the beginning.
- Make sure each committee member is knowledgeable about all aspects of the committee's duties and responsibilities.
- Establish a schedule for all meetings and meet regularly.
- Organize committee meetings to be structured and concise.
- Put action items at the beginning of the committee meeting agenda.
- Hand out detailed reports that have a short executive summary; then solicit committee members' questions on the topics.
- Have frequent Q & A sessions in committee meetings.
- Assign work to everyone on the committee.
- Keep members on a committee for more than one year to gain continuity and quality.
- Listen to the public and key stakeholders to improve the quality of discussions in committee meetings—bring to committee members issues about the organization that are being talked about in local community groups.
- Assign a secretary to keep minutes of meetings.
- Have open discussions at most committee meetings.
- Develop a uniform process for reporting to the full board—reports should be concise and action-oriented.
- Provide better information and lead time for committee work and deliberations.
- Give committee chairs guidance on efficient and effective conduct of meeting agendas and discussion to stay on track.
- Ask chairpersons to invite and encourage ideas from all members.
- Everyone needs to listen and interact courteously.

Better Information

- Insist on consistent and clear reporting formats.
- Avoid jargon and abbreviations.
- Use standard English in reports.
- Increase management-by-exception reporting.
- Rely on executive summaries.
- Share insights more intentionally.
- Always strive for accurate data.

Attract High-Performing Board Members, Committee Leaders, and Committee Members

- Develop explicit criteria for board member selection; focus on organization needs.
- Choose board members who are active, interested, and informed about the hospital, its ability to meet the needs of the community, and future success.
- Assess prospective board members' interests and place them on committees according to their interests and specialties (committees are good proving grounds for prospective directors; this "farm team" approach also enables the board to make the most of a prospective board member's expertise until a board position opens).
- Seek committee leaders with a proven ability to hold people on task.
- Ensure that the committee leader involves all committee members.
- Let prospective committee leaders know when the meetings will be scheduled, and advise them whether there will be additional meetings if necessary.
- Offer education and support relevant to the committee's focus.