

# Governance Notes

Designed for governance support professionals in the healthcare industry.

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*By Linda Galindo, President,  
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## Toward a More Perfect Union: How Governance Support Professionals Can Promote "Systemness"

*By Lauren J. Schantz, J.D., Former Governance Secretary, Carilion Clinic*

Although operational and clinical standardization are essential to achieving true "systemness," a health system should also assess whether it has the right governance structure in place to support the transition from a hospital-centric to a system-wide focus. As a central point of contact for many touchpoints within a health system, governance support professionals (GSPs) are well-positioned to drive meaningful changes in governance practices that promote a greater sense of "systemness." By using a bottom-up rather than a top-down approach, GSPs can successfully standardize the following aspects of a health system's governance framework:

- **Meeting book materials.** GSPs are the gatekeepers of information that flows to the board and, oftentimes, are responsible for drafting at least some of the content. As such, GSPs have the ability to promote a sense of "systemness" at a very granular level by utilizing standardized templates for meeting agendas, minutes, executive summary pages, and other documents regularly included in board meeting books.<sup>1</sup> GSPs can also encourage management to utilize uniform formats for regular reports (such as finance, quality, medical staff, etc.) for all boards. Reports should include performance on key metrics by both the hospital and the system

<sup>1</sup> For sample templates, see The Governance Institute's template collection at [www.governanceinstitute.com/templates](http://www.governanceinstitute.com/templates).

### Key Takeaways

- Create standardized templates for documents that are regularly included in board meeting books.
- Draft uniform governing documents and governance policies with a clear delineation of authority between the system board and hospital boards.
- Standardize the board education and evaluation process.
- Initiate a governance taskforce composed of representatives from all boards to facilitate buy-in for proposed changes in governance.



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to demonstrate how individual hospital performance contributes to overall system performance. At an operational level, GSPs can coordinate with organizational stakeholders to align workflows at each hospital so that like agenda items are placed on the same schedule on individual board work plans.

- **Governance documents.**

A thorough review of a system's governing documents and governance policies presents an excellent opportunity to assess the efficacy of the current governance framework and to clarify the role of the system board versus that of the hospital boards. Due to their unique role, GSPs can readily identify redundancies, inconsistencies, and variations within the existing governance infrastructure, allowing management to efficiently focus on these areas of opportunity. In addition, GSPs can partner with the general counsel to standardize (to the extent possible) the articles of incorporation, bylaws, charters, and governance policies for all entities within the system. As part of this process, the powers of both the system board and the hospital boards should be clearly delineated in the governing documents. Furthermore, an authority matrix provides board members and management with clear guidelines for carrying out their duties.<sup>2</sup> Once adopted, GSPs can help monitor adherence to these parameters, permitting timely intervention, education, and redirection by management when necessary.

<sup>2</sup> To view samples of a governance authorities matrix, go to [www.governanceinstitute.com/templates](http://www.governanceinstitute.com/templates); also see Marian Jennings, "Is It Time to Update Your Governance Authorities Matrix?," System Focus, March 2019.

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## By providing clear direction and leadership from the middle of an organization, GSPs have the power to realign the health system's governance framework.

- **Board education and evaluations.** The standardization of board education and evaluation processes is another opportunity to eliminate redundancy and reinforce the differing roles of system and hospital boards.<sup>3</sup> By using uniform board orientation materials and scheduling a single orientation session, GSPs can efficiently onboard new directors from multiple boards and eliminate potential variations in messaging. GSPs can then pair new board members with seasoned veterans from their individual boards to provide insight into board culture and hospital-specific matters. In terms of continuing education, most boards have similar educational needs and GSPs are in an excellent position to recommend specific topics and coordinate presentations. Ideally, presenters give the same presentation to each board within a short timeframe or board members attend a joint retreat at which presenters provide board education to multiple boards simultaneously. Furthermore, the use of uniform board evaluations improves GSP productivity and allows for both external and internal benchmarking. Board evaluations are an

excellent source of continuing education topics and provide high-performing boards with the opportunity to share best practices with others in the system, thereby improving overall board performance over time.

But, as mentioned above, what is perhaps even more important to successfully achieving "systemness" at a governance level is how these proposed changes are developed and implemented. GSPs must overcome the "us" versus "them" mentality present in many health systems; otherwise, any changes will likely be viewed as edicts forced upon subsidiaries by "corporate" and foster resentment among hospital board members. Therefore, it is imperative that GSPs utilize an inclusive process for analyzing the current governance structure and implementing any recommended changes, such as convening a taskforce composed of representatives from each board in the system. In partnership with the general counsel, GSPs can then prepare initial drafts of key documents and provide insights into current best practices, allowing taskforce members to efficiently debate proposals and reach a consensus. By utilizing a facilitated bottom-up approach that includes representation of all stakeholders, GSPs are able to effectively cultivate buy-in from all boards for recommended governance changes.

When taken together, and if done in a manner that incorporates input from all stakeholders, these seemingly minor changes in governance documents and

<sup>3</sup> For more information on board education and evaluations, see [Board Education and Development](#), The Governance Institute, Intentional Governance Guide, October 2016; and [Board Evaluation & Performance](#), The Governance Institute, Intentional Governance Guide, Fall 2016.

processes can have a significant impact on clarifying the role of each board within a health system. By providing clear direction and leadership from the middle of an organization, GSPs have the power to realign the health system's governance framework in a manner that supports the operational and clinical standardization efforts necessary to achieve true "systemness."

The Governance Institute thanks Lauren J. Schantz, J.D., Former Governance Secretary, Carilion Clinic, for contributing this article. She can be reached at [laurenjschantz@gmail.com](mailto:laurenjschantz@gmail.com).

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## Governance Support Spotlight: Kendra Fiscelli, St. Luke's Health System

### Continually Improving Governance after a Restructure

St. Luke's Health System is an eight-hospital system in Boise, Idaho that serves Idaho and Eastern Oregon. Throughout the last five years, the health system has been going through a major governance restructure. St. Luke's previously had fiduciary boards at all of its hospitals and then restructured to a regional model in 2014. Today's governance model includes the system board as the single parent board and six community boards that focus on community health. Now that the restructure is finalized, Kendra Fiscelli, the Director of Governance, is supporting the governance committee's focus to ensure boards and committees are aligned throughout the system, performing at their highest potential, and continually working towards improvement.

#### Systemwide Education

Last year, Fiscelli rolled out orientation to meet the needs of the system board, community

#### Key Takeaways

Governance support staff can help boards continually improve governance by:

- Developing a well-thought-out board education strategy so board and committee members are effectively prepared to perform their oversight responsibilities
- Ensuring there are ample opportunities for board members and senior leaders to stay connected and collaborate
- Keeping board members updated on committee work—and making sure the information provided is clear and has the right level of detail
- Coordinating with others in board support roles to keep governance streamlined across the organization
- Working with leadership to regularly monitor the governance structure and consider opportunities for improvement

boards, and committees under the governance restructure. The restructure presented an opportunity to provide deeper role clarity for board and committee members and ensure everyone was on the same page about their responsibilities.

She also developed a board education strategy that provides a roadmap for board education throughout the system. The strategy

outlines board education objectives, which include:

- Provide educational opportunities and information to ensure directors and committee members feel confident and competent to serve.
- Make relevant materials easily accessible to the appropriate directors and committee members, at the right time.
- Prepare directors and committee

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Communication among board support staff is also critical to ensure governance is streamlined across the system. All of the boards at St. Luke's have a support person, but governance support staff view themselves as a team.

members to function in the new governance structure.

- Expose directors and committee members to current healthcare trends on a regular basis.
- Ensure that boards and committees function in accordance with governance best practice and in compliance with relevant laws and regulations.
- Prepare directors and committee members to challenge assumptions and conditions.
- Create and sustain a collaborative learning culture.

The education strategy includes various learning tracks, such as compliance and industry imperatives, as well as specific topics that need to be covered under each category (e.g., fiduciary duties, population health, consumerism, and managing risk).

Fiscelli also organized a systemwide board education event, which took place on June 14. This was the first time all the board and committee members—around 150 people—across the system came together for a full day of shared learning. Topics included philanthropy, governance challenges and opportunities, building value with healthcare consumers, compliance issues, and innovative trends related to population health. The goal was to not just provide a high-level view of these topics, but to really hone in on the details board and committee members need to clearly understand their roles and use this information to better govern the organization.

Not only was this a great learning experience for everyone, it also

allowed all the board and committee members to be together. "By national standards, Idaho is fairly small. But by Idaho standards, St. Luke's is pretty big. So, we need to stay together and build those relationships and provide opportunities to our boards and committees so that they can collaborate, get to know each other, share ideas, and really understand how we all fit together as a healthcare organization," Fiscelli said.

### Improving Alignment and Communication

Following the restructure, system alignment and communication continue to be a priority. To ensure community boards stay connected, every other month they hold a community board affinity call. This call generally takes place a couple weeks before the board meetings and includes the community board chairs, chairs-elect, and other staff such as Fiscelli and the community health director. This allows them to collaborate and discuss any issues or concerns throughout the system. "These board members have other jobs and other lives, and in some cases other board memberships. They are busy. So, it's an opportunity to dial in and focus on these topics together," Fiscelli said. "It also helps them feel like they know what's going on across the system before they head into their board meetings."

For Fiscelli, these calls have been beneficial because she can share ideas or upcoming priorities with all of the community board chairs at the same time. For example, during this

call she was able to discuss changes to the standardized community board agenda template and walk through the details of the community board orientation. If she had to talk with everyone separately, this would have been much more complex and time-consuming.

To effectively govern the organization, it's important for boards and senior leaders to stay apprised of committee work. St. Luke's has nine main system-level committees so this can be a challenge. To make committee work more visible and easier to digest, Fiscelli puts together a "committee highlight," which is a one- to two-page document that provides a high-level snapshot of what each committee either discussed or took action on during their meeting. That is then distributed to leadership and the boards. "This is a brand-new tool, but I think it's going to end up being very impactful," Fiscelli said. "People throughout the organization have said that sometimes they feel a bit in the dark when it comes to committee work. This committee highlight is a way to keep everybody informed of some of the key things that are going on."

Communication among board support staff is also critical to ensure governance is streamlined across the system. All of the boards at St. Luke's have a support person, but governance support staff view themselves as a team. Every two months they have a call to stay connected, ensure governance processes are standardized, and work through any challenges. They also have a retreat once a year where all the support staff (executive assistants, executive administrative assistants, governance legal support, and Fiscelli) come together to discuss topics such as governing documents, minute taking, board competencies, and the board support platform.

Leadership at St. Luke's is highly committed to continuous governance

improvement with respect to the restructure. Fiscelli and the governance committee created their first-year plan for continual improvement to solicit feedback to the structure, ensure that the new governance structure is working, and identify where it is not working or any issues that need to be addressed. "There are still a lot of opportunities to strengthen the power of our board structure through deeper alignment and enhancing communication and those opportunities for our directors to connect," Fiscelli said. "Continuing to monitor the structure and make improvements will ensure they're able to do this work in the most streamlined and effective way possible."

*The Governance Institute thanks Kendra Fiscelli for taking the time to be interviewed for this article and sharing her organization's current governance efforts.*

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## Your Success Is My Success

*By Linda Galindo, President, Galindo Consulting, Inc.*

Setting up board members for success can be a daunting but exhilarating career focus as a governance support professional. Excelling at supporting board member success requires ensuring that board members are receiving the right information at the right time, carefully managing *your* time so critical work is accomplished before meetings, and insisting on accountability. This article digs deeper into these topics, which should be a focus for anyone in a board support role.

### Provide the Right Information at the Right Time to the Board

One challenge many governance support professionals face is distilling information to the appropriate level for the board. The trick here is to define the "appropriate level" of information. That's best accomplished by asking the board what it needs and by when. Are there some things the board always gets that are frankly never looked at? When sending items out to board members, is there clarity as to what it's for (e.g., "for input," "for discussion," "for information

### Key Takeaways

- Regularly ask board members how you can better distill information in a way that meets their needs and sets them up for success.
- Set expectations at board orientation by letting new board members know the amount and types of information they are expected to review before meetings.
- When preparing for meetings, build in time for reading and distilling information for the board. Assess if you need to ask for help or take something off your plate to ensure this important work is achieved.
- Hold board members and executives accountable for getting meeting materials in on time.

only," "for decision," or "for action")? Do you simply attach documents and send them to board members when instructed to by the CEO or board chair when you know a brief, clarifying note would be helpful?

What you *don't* want is a board member wondering, "Why am I getting this and why now?" Each communication needs clarification. "You are receiving this attachment to read prior to the discussion on term limits, which will be the third item on the board agenda in July." Insist and persist on brevity and clarity. Give all communication going and coming

a home. That's accomplished by answering "Why am I getting this and why now?" and "Why am I sending this and why now?"

### Communication Check-in

Continually review how and when information is disseminated to ensure effective board meetings. "You will receive your board packet links one full week before the board meeting." Then meet the deadline every time. If anything is preventing the promised deadline from being met and you have to "rescue, fix, and save" a lot, alert the CEO and board chair so

they can re-establish the need for accountability to you and the board.

Regularly engage the board in a simple poll as it pertains to the distillation and dissemination of information. Ask “What should I stop doing, start doing, and do more of?” “What is working for you and what is not working for you?” The board may ask the same of you. Be ready with a response.

With the increasing volume and complexity of information, 10 minutes of feedback along these lines once a quarter will make your support role less ubiquitous and will ensure you are effectively meeting expectations of the governance support role. Do this quick poll as an agenda item where the whole board participates. Board members can keep each other in check around long-winded lists of unreasonable expectations.

## Accountability Matters

Keep an eye out for long-held, outdated practices. In a recent example, a board member asked during a feedback session why hard copy packets were still being printed and available for board members at meetings. Board support replied, “There are still members who want hard copies, forget their packets they downloaded at home, don’t want to work off of an iPad, or don’t have time to go over anything until just before the meeting. I’ve had to be ready for all these situations, so I print packets.” The board was then reminded by the chair about the agreement to go paperless and that printed documents were no longer going to be provided.

Emily met with her CEO to let him know that three of 10 board members were taking up inordinate amounts

of her time leading up to quarterly meetings because they were not reading their email and asking that hard copies of documents be faxed or sent to them. The CEO explained that he had spoken to them but they were of “another generation,” had essential institutional knowledge, and without term limits, were likely to be on the board several more years. Emily asked for permission to say no to their requests with a referral to him. “Days leading up to board meetings I was staying late and taking care of last-minute requests and calls so the CEO wouldn’t be bothered. I was afraid he would see it as complaining or not being a competent team player. He didn’t know what the impact on me was. With escalating complexity and volume of information to sort through, board meeting preparation was becoming impossible. The need for heroics to ensure a smooth board meeting were rewarded but it was unsatisfying.”

Jane experienced an executive leader who chronically missed deadlines for report completion and she had to remind, nag, or otherwise beg so she could close things out and finish board meeting preparation. She made her CEO aware of it and asked for the authority to go to completion without needed information if it was not submitted on time.

When information is unacceptably late coming in and you are staying much too long at work or doing too much “reminding” to make sure everything is included in the packet, it is time to ask for accountability to deadlines. The goal is to rarely stay late. “We all do what we say we are going to do by when we say we will do it” describes an accountable, high-performing board that demonstrates utmost respect and appreciation for the governance support role.

## Ask for Help

Complexity and increased volume of information is real. If everything in the governance support role somehow gets done but you have not communicated how much more time it’s taking without help, you are putting the organization at risk. “How did the last board support person get this job done?!” Most likely, she did it all herself and wouldn’t delegate or communicate what was no longer a relevant activity for board support. She burned out.

If you are a control freak or fear “not being able to do it all” shows weakness, it will be difficult for you to ask for this kind of help. But the fact is, no one wants you to suffer. There is no need to be heroic and silent. The courageous thing to do is ask for help and present ideas to get the help you need.

In this age of information explosion, a divide-and-conquer approach can work. Consider enrolling board members to take part in what can or needs to be summarized before it’s sent out. Use content management software programs that allow individuals to summarize and post information to save you time wading through and distilling everything. You might be surprised how much others don’t mind reading, summarizing, and presenting salient points when given clear guidelines and a process to do so. It may mean you have to give up “knowing everything” or a fear that you don’t have the answer. A collaborative board will respond with support when presented with how much has changed in the “information age.”

## Use Technology

Most organizations have moved to online board portals. The goal of going to paperless board meetings is common. Becoming an expert on board portal software is probably the best possible use of a governance

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Setting the board up for success requires ensuring that your role is positioned for success as well.

support professional's time. Once everyone has adapted to using the board portal, the governance support role can be infinitely easier.<sup>1</sup> The transition, however, can be especially hard on those who like their hard copies and binders.

## Be Thoughtful

Create a process that builds in time to focus, read, and distill information. Too often, time that is needed to

1 For more information on The Governance Institute's board portal, see [www.governanceinstitute.com/page/Nasdaq\\_Boardvantage](http://www.governanceinstitute.com/page/Nasdaq_Boardvantage) or contact your Account Manager at (877) 712-8778.

do this before board meetings is not included in the job description. Something may have to come off your plate to "do it all." Constant interruption can be a real barrier, so asking for a "protected" hour isn't unreasonable. While one protected hour a day won't always be possible, this focus is unmatched in return on investment for your productivity and effectiveness.

The governance support role can be straightforward when there is clear communication around what the board needs, information is provided on time, and board members are prepared. For all involved, there must be minimal exceptions for not

meeting deadlines. No executive or board member should make their lack of preparation or planning a governance support professional's emergency. Everyone understands board agendas are jam-packed. High-stakes, timely decisions are needed and late or lacking information puts thoughtful decision making at risk. If the governance support role requires a significant amount of time chasing down agenda items, reports, or supporting documents needed for board preparation, call a "time out" with the CEO and board chair. Setting the board up for success requires ensuring that your role is positioned for success as well.

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