

Governance Notes

Supporting the Board through and beyond COVID-19

By Kayla Wagner, Editor, *The Governance Institute*

The COVID-19 pandemic has completely changed the healthcare landscape and boards and senior leaders have been busy navigating new disruptions and planning for an unpredictable future. Governance support professionals have a prominent role to play as they help the board successfully conduct virtual meetings, remain knowledgeable about the pandemic, make crisis-related updates to policies and bylaws, and continue performance improvement efforts. This article highlights key actions governance support staff are taking to effectively support the board through and beyond COVID-19.

Holding virtual meetings: Stay-at-home orders have created a world where virtual meetings are the new “normal.” Governance support staff have been pivotal in moving the board from in-person to virtual meetings. Most likely your role has included exploring and testing video conference platforms and capabilities, training board members on those platforms, working with the IT team to create software guides and ensure a smooth transition, creating video conferencing meeting guidelines, and sending out meeting details and invitations. As you continue to help execute these meetings, some best

practices include:¹

- **Take extra steps to prepare for meetings.** Consider setting everything up a half hour before the meeting and providing a window for participants to join early to ensure everything is working. Check in with board members to see if they need any additional support. If some participants are having trouble or still uncomfortable with the technology, do a trial run with them ahead of time. Also, try your best to mitigate possible issues such as poor Internet connections or background noise.
- **Ensure meeting management roles are clear.** During in-person meetings, governance support professionals may handle many meeting management tasks, but virtual meetings might require additional support, so be sure to assign roles. For example, be clear about who is hosting the meeting (initiating the technology), troubleshooting technology issues, taking minutes, and managing discussions.
- **Gather feedback.** Collect feedback from board members on the virtual meeting experience so you can help make improvements to future

¹ For more tips, see The Governance Institute Member Services Team, “[Hosting Virtual Board Meetings](#),” March 2020.

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meetings. This could include asking if they had any issues, what worked well, and what could be done better or different in the future. Virtual meetings can be challenging and there may be “growing pains” for some members, but it is crucial that board meetings are still running smoothly, and that generative, strategic discussions are taking place.

- **Have a post-COVID-19 plan.** Create a plan for what meetings will look like once the pandemic passes, including the types of issues or other emergencies that would necessitate virtual meetings, when it will be appropriate for some board members to participate virtually (e.g., if they are traveling or have work obligations), and how many virtual meetings per year are allowed. Then update your bylaws with this information as needed.

Keeping the board informed:

With the COVID-19 pandemic has come an increasing amount of new information for the board to absorb. Governance support professionals can play a key role in making sure board members are receiving what they need to know, without overwhelming them. This may include sending out updates from the hospital’s command center, distributing news or educational materials related to COVID-19,² or assisting the CEO with communicating regularly about the organization’s preparedness and response to the pandemic. Things are shifting quickly during this time, so keeping the board informed of any changes at the organizational and community levels is critical to them effectively carrying out their governance role. As the pandemic

Key Takeaways

As governance support professionals continue to support the board through the COVID-19 pandemic, they should consider doing the following:

- Assess how virtual meetings are currently working for the board (e.g., is the technology up to par? Are meetings productive? Is everyone contributing?). Be sure to ask board members for their feedback so you can help make necessary improvements. Also, ensure that there is a plan in place for what meetings will look like post-pandemic.
- Continue to assist in keeping the board informed of COVID-related issues—both at the organizational and community levels.
- Work closely with senior leaders and the board chair to help ensure the board adopts or approves crisis-related resolutions and that changes to bylaws/policies are made, as necessary.
- Continue to fully support the board in making modifications to meeting schedules and materials—as more flexibility than normal may be needed at this time.
- Ensure meeting minutes are robust and provide a clear picture of board actions and decisions throughout the pandemic.
- Sustain efforts to improve board performance (e.g., self-assessments, education and development plans, and board recruitment and pipeline development).

slows down, it may be helpful to have a conversation with the board about what information they still need, at what level of detail, and how you can continue to support them in staying educated on COVID-19-related issues.

Working on crisis-related resolutions:

During this time, governance support staff should work closely with senior leaders and the board chair to see how they can help ensure the board adopts or approves resolutions related to COVID-19. This may include resolutions around meeting notice requirements for COVID-19 issues, emergency budget authorization and approvals, policy requirements for transactions, or staff issues or support. There may also be new policies and bylaws or revisions to existing ones that need to be prioritized in response to COVID-19. Governance support professionals will need to ensure they are effectively supporting the board

with these tasks, as appropriate, and easing administrative burdens whenever possible.

Adjusting meeting schedules, materials, and documentation: In some cases, meeting schedules will need to be changed or the board (and possibly the executive committee) will need to schedule special virtual meetings. Governance support staff can help organize and adjust for these meetings. There may also be extra modifications that need to be made to meeting materials, so work in partnership with the board chair and CEO to add important COVID-related materials such as timely reports from management and committees or information around significant pandemic issues and decisions requiring board approval. While good documentation of board decision making is always important,

² To view COVID-19 resources from The Governance Institute, see www.governanceinstitute.com/COVID-19-Resources.

Flexibility is key as governance support professionals help the board navigate the complex COVID-19 environment.

this is especially the case right now.³ Governance support staff need to ensure they are taking robust meeting minutes. It will be helpful in the future to have a complete record as to why certain actions were deemed appropriate, and in the organization's best interest.

Continuing work to improve board performance: This may feel like the time to put non-crisis-related actions on hold, but it is vital that the board continues to perform at

its highest level. This means keeping on track with the strategic plan; board, committee, and individual self-assessments; education and development goals; and board member recruitment plans. It may be challenging to attract new members to the board if this pandemic extends in 2021, so boards need to be sustaining recruitment efforts and pipeline development.⁴ Also, any new board members will need to get up to speed as quickly as possible.

Flexibility is key as governance support professionals help the board navigate the complex COVID-19 environment. This may mean taking on new roles and responsibilities, working with others throughout the organization to solve issues or gather information (e.g., IT staff), or making more changes than usual when it comes to meeting logistics and materials. But as you continue to support the board, remember the meaningful work you are helping your organization achieve during this challenging, never-before-experienced time in healthcare.

3 Anne Murphy, "[Healthcare Board Oversight during the COVID-19 Pandemic](#)," The Governance Institute, April 2020.

4 Marian Jennings et al., "[Preserving Critical Board Functions during the COVID-19 Crisis](#)," The Governance Institute, May 2020.

Modernizing Governance Support at Your Organization

By Annie Krein, Strategic Advisor, The Governance Institute, and Brian Silverstein, M.D., Consulting Director, The Chartis Group

Governance Support: More Important Than Ever

Boards of directors overseeing today's health systems are being asked to do more than ever in a rapidly changing environment. To effectively fulfill their duties of care, loyalty, and obedience and achieve their overarching goal of bettering the health of their communities, boards depend on the governance support role for their success. In addition to external complexities, internal governance structures—for even modest-sized organizations—can be nuanced and difficult to navigate without intentionality. While organizations can achieve acceptable outcomes without robust governance support, it is impossible to sustain this work over time and through an ever-changing and demanding environment without dedicated governance leading the organization. Therefore, laying and maintaining

Key Takeaways: Governance Support Action Items

- Regardless of your structure, consider how well enabled governance support is to assist the board in measuring and monitoring organizational goals.
- Consider structural barriers, if any, to supporting the governing bodies as they oversee the organization's pursuit of its goals and discuss with key governance stakeholders.
- Just as the board needs to periodically review its structure, the governance support structure should also be reviewed. Include regular review of governance and governance support structures in your organization's process to ensure appropriate attention is given.

a strong governance foundation is critical to achieving your organizational performance goals.

As healthcare organizations continue to pursue "systemness" through optimized governance structures, leading entities have found success through prioritization of support for the governance function. In fact, to achieve continuous governance

improvement,¹ it is critical to have dedicated support for your organizations governing body(ies). Large health systems with more complex governance structures will need even more robust

1 Continuous governance improvement is one of The Governance Institute's seven pillars of Intentional Governance. See [Continuous Governance Improvement](#), A Governance Institute Online Toolbook, January 2017.

support structures for their boards and committees to be successful. When governance support is prioritized within an organization, a systematized governance process can be achieved. Such a process can save an organization from inefficiencies that can hinder best practice governance work, such as an annual board assessment, and ensure retainment of institutional knowledge.

Reporting Structure Options and Models

The Governance Institute recently completed a study of governance support structures (see **Exhibit 1** and **2**). Organizations profiled varied in size and structuring of their governance support function. While no singular model emerged as the premier structure, form continues to follow

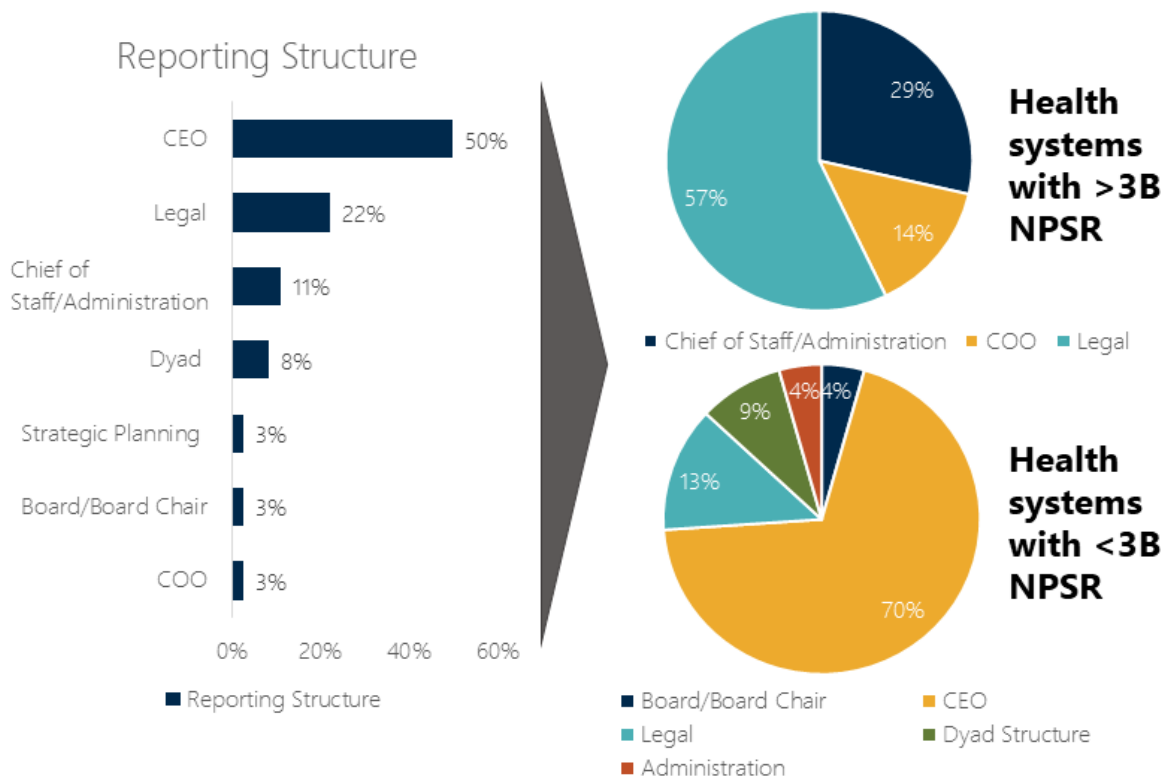
function and should be kept in mind while determining the proper structure for your organization. The most commonly occurring structures have governance support reporting to:

- **CEO:** While our data suggests it is most common for governance support to report directly to the CEO, as organizations grow, this trend falls off sharply (see **Exhibit 1**). In fact, none of the governance support professionals from organizations participating in our study with net patient revenue of 3 billion or more report directly to the CEO. As organizations expand and governance structures become more complex, delegating governance to other functional areas (e.g., legal, administration, or chief of staff) accelerates in practice.

As large organizations develop robust governance support teams, it is also important to ensure they continue to have access to the executive team and are empowered to navigate stakeholders required for effectiveness in advancing governance. For organizations that determine governance should continue to be supported by the CEO and their support staff, consider dedicating at least one FTE to supporting governance.

- **Legal:** In the large health systems profiled, over half house governance support within their legal department. Given the natural need to involve legal in various aspects of governance, it is not surprising that this is the most common place for governance support to

Exhibit 1: Reporting Structure



Source: The Governance Institute, Governance Support Research, March 2020.

reside within an organization. Typically, with this structure the organization employs a paralegal for the governance support role. Allowing an FTE to dedicate their time to the governance work of the organization and ensuring clear scope of role will be imperative to achieving success in this model.

- **Chief of staff or administration:** Many larger health systems are leveraging an executive role to oversee administrative duties that a CEO in a smaller organization would directly oversee. Within health systems with net patient revenue of 3 billion or more, this is the second most common area (after legal) for governance support to reside.
- **Board/board chair:** Having governance support staff report directly to the board and/or board chair is

Governance cannot function without support, and it cannot function well without an intentionally designed support structure.

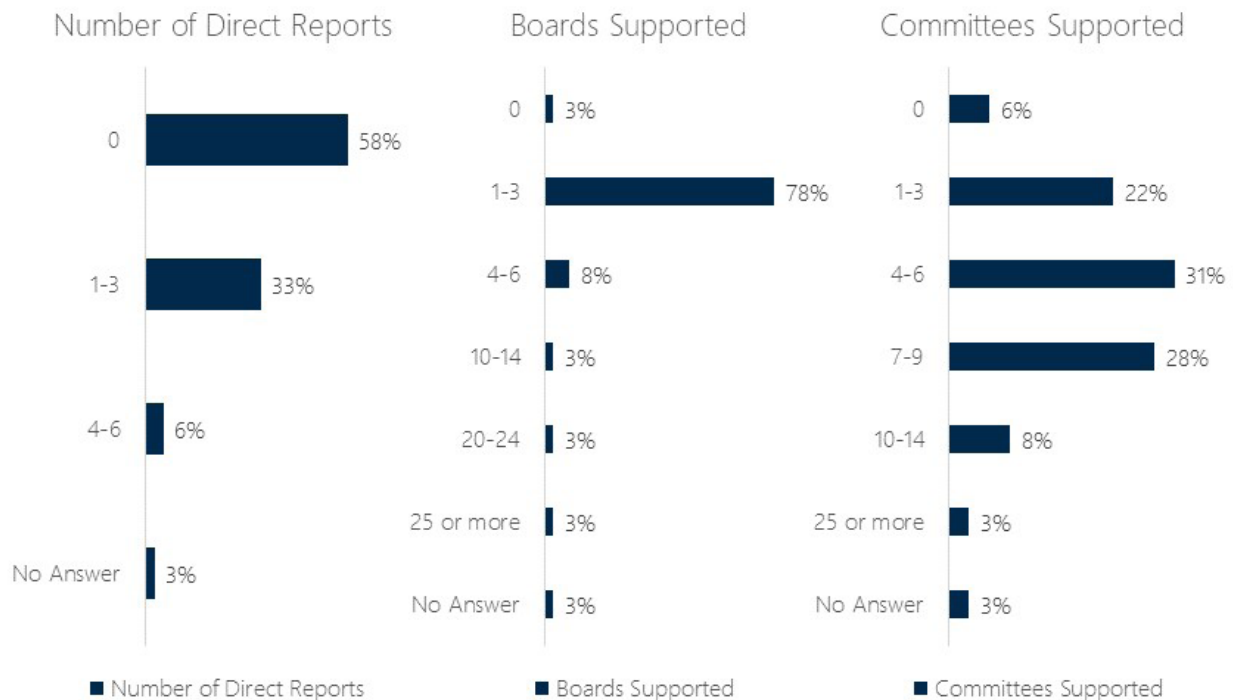
not common. However, it is important for governance support staff to have a close working relationship with the board and committee chairs. Be sure to outline these expectations in your governance support staff and board member job descriptions and role expectation documents, so that everyone is aware of the support channels available and the proper mechanisms to leverage support staff.

- **Dyad:** Dyad reporting structures are also less common, but do exist in a variety of formats, ranging from board/management combinations to various combinations of management. While dyad

reporting structures can add complexity, they may also allow your governance support model to leverage various needed areas of expertise.

- **Decentralized, functional leads' executive assistants:** Most organizations leverage functional leaders' assistants to support in committee meeting preparation, which is a natural and proper occurrence. However, to rely on this support structure for overall governance support lacks cohesion and will result in an uneven approach. To effectively implement tools that drive best practices such as committee work plans and standardized meeting agendas and summaries, governance

Exhibit 2: Number of Direct Reports and Boards/Committees Supported



Source: The Governance Institute, Governance Support Research, March 2020.

must be supported from a more holistic vantage point than any one functional area can or should be expected to provide.

Considerations; Selecting the Right Model

The right governance support structure will vary based on organizational size, complexity of governance structures, desire for systemness, and the level of executive authority given to those in governance support roles. Below we highlight considerations related to each of these areas.

Organizational size and governance scope: Larger health systems with more complex governance structures will require more robust support structures. If your organization has multiple tiers of governing boards, it is also prudent to dedicate support that oversees the function of all boards and committees. While this may not be a direct support relationship, it is helpful to provide resources from the system office to all boards and committees within your structure. This commitment enables system-wide strategy, improves board-level conversations, and gives board members more access to intel from the parent board. System executives should also engage with your subsidiary boards and committees, but that cannot substitute as a support structure to ensure ongoing and consistent channels for communication and resource deployment.

Not-for-profit health system boards have begun to act more like corporate boards seen in the for-profit space. Elevating the support mechanism to enable a

professional board may also require different capabilities from support staff than historically needed from these individuals.

In considering the scope of your governance and necessary support structure, the amount of employee time given to governance is important to understand. FTE support dedicated to governance may not be easy to assess given the spread of impact across executive support staff. If you do not have at least one FTE focused fully on governance support, it may be prudent to consider redistributing your efforts so that one individual has more broad oversight of your governance operations and can begin to deploy streamlined resources to enable adoption of governance best practices.

Organizational desire/appetite for “systemness”: More cohesion in healthcare settings has been a priority discussed at The Governance Institute for several years. Investing in a governance support structure that can enable the standardization of processes across the enterprise is an imperative to be successful in your systemness endeavor. Addressing breakdowns in your current structure that deter progress is important. Change is never easy, but without clear intention it will be almost impossible. As always, form follows function.

Level of executive authority given to governance support: As governance support moves farther away from traditional CEO support and reporting structures, it can become more difficult to access executive authority and therefore make meaningful progress on

initiatives. When it is appropriate, designating a higher level of authority to governance support professionals can better allow them to fulfill their job responsibilities. For example, large systems profiled within our study show a move to director-level positions. Some large systems have adopted executive roles to support governance such as Chief Governance Officer and Vice President of Governance, to further enable navigation at the appropriate level within the organization. Governance support also needs to understand its function in support of the board, and unlike management roles may have less direct authority to implement projects, but rather carries influence to move the organization forward, together.

Closing

Ensuring the board(s) is situated to effectively measure and monitor organization goals should be the number one aim of the governance support team. Governance cannot function without support, and it cannot function well without an intentionally designed support structure. Ensuring your governance support structure is designed and optimized with the end in mind needs to evolve with your governing structure. At minimum, having dedicated support is critical, the scope and function that takes on will vary from organization to organization. Ultimately, the degree to which your governance is elevated and supported will point towards your organizational results, so investment and purpose in the governance support structure of your organization is imperative.

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Resource Spotlight: Online Learning

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[BoardRoom Press, Volume 31, No. 3, June 2020](#)

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While you're there check out: [Board Orientation Course](#)

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This year we've tailored our virtual Governance Support Forum to provide governance support professionals important information from expert speakers, new resources, knowledge on current healthcare trends, and insights from those with a similar commitment to elevating board performance; all within the comfort of your own home or office.

