Elements of Governance®

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

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2ND EDITION

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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

The healthcare board must represent and balance the interests of its constituents. This is best accomplished by focusing board efforts on governance—the area where the board is best positioned to add value to the organization. Sometimes, however, boards drift into the responsibilities of management, to the detriment of the organization.

The line between governance and management can sometimes blur. In fact, we believe there is no real "line" between the two. The distinction can more accurately be characterized as interplay between distinguishable units—like the movement of the ocean and its waves breaking on a beach—subject to constant movement as environmental circumstances change.

Boards must give their management enough freedom to do its job creatively while observing and ensuring appropriate direction and oversight from the governing body. This is difficult to accomplish, but central to the job of governing.

Management must accomplish tasks necessary to meet the organizational goals established by the board. It also serves as the in-house expert on the day-to-day activities of the organization, and the interpreter of local, regional, and national trends in the healthcare industry. The success of a healthcare organization depends in large part on the working relationship between the board and executive management. Neither can be effective without the other. Together, they make the organization dynamic, robust, and strong.

There are several summary points on the distinction between management and governance that merit emphasis:

- The distinction between governance and management varies from organization to organization, and from time to time, within each organization.
- When the board steps outside its governance domain, it can make matters worse, and usually results in a rift between the board and executive management.
- The very nature of governance "roles" helps boards to take strategic approaches to issues rather than focus on operational matters.
- By fulfilling their policy-making role, boards most clearly follow their governance directive.
- Most healthcare boards need to spend more time formulating policy, specifically non-operating policy.
- Boards stray into operations and away from policy for two main reasons: (1) they pursue what is most familiar to them, and (2) they lose faith in the CEO.
- Ideally, the board and the CEO have a symbiotic relationship, each being accountable to the other and pursuing the same goals. Optimal organizational performance is a joint endeavor.
- Most modern state corporation codes make it clear that the ultimate authority for corporate affairs lies with the board of directors. At the same time, they typically provide that the board may delegate the responsibility for the management of such affairs to competent executive management.
- There is a trend among health systems to seek greater management participation in governance. Experts advise exercising great care to ensure respective roles and responsibilities are clearly defined.

The board can avoid dipping into management issues by following this template:

- Ensuring focus on the mission
- Setting direction and measurable goals
- Developing board-level (not operational) policies
- Assuring systems and processes are in place and functioning well
- Monitoring progress and holding management accountable

Board Roles—A Review

If boards diligently strive to do their governance work, they fulfill their obligations. Roles, by their very nature, guide boards to take strategic approaches to issues rather than focus on operational tasks. Roles help clarify what each participant must do—the board sets overall direction and strategy, executive management implements board directives for overall operations and performance. The result is good governance.

Ideally, governance and management is a joint endeavor. The future of the organization depends on the effectiveness of their mutual efforts. Nevertheless, it is the healthcare organization's governing board that is ultimately responsible—legally and morally—for the institution and all services it provides. So both the board and the CEO must diligently support their respective roles in the organization.

Boards set policy, make decisions, and oversee organizational performance. These activities are defined below:

Policy formulation. Boards formulate policy to give the organization direction. Policies are statements of intent that guide and constrain further decision making and action and limit subsequent choices. Policies provide a framework for the decision-making role.

Decision making. This is considered to be the most important role of governance, since much of what boards do eventually comes down to making choices. Decisions are based on policy. A board can choose to retain authority with respect to an issue related to one of its responsibilities, or the board can delegate decision-making authority to management or the medical staff.

Oversight. This is central to everything boards do. In fact, it is fundamental to governance core duties, roles, and responsibilities. Boards engage in oversight by monitoring decisions and actions to ensure they conform with policy and produce intended results. Management and the medical staff are accountable to the board for the decisions they make and the actions they undertake. Proper oversight ensures this accountability.

The Specifics: Board & Management Roles

Board: there is general acceptance (see, e.g., the Business Roundtable's *Principles of Corporate Governance 2016* and the American Bar Association guidelines) that the board's oversight duties include at least the following responsibilities, if not others:

- Selection and evaluation of the chief executive officer
- Establishing the ethical "tone at the top"
- Ensuring the effectiveness of the corporate compliance and enterprise and risk management programs
- Approving the development of a strategic plan, ensuring its implementation, and monitoring its continued effectiveness
- Ensuring the integrity and transparency of corporate financial reporting and performance-related disclosures
- Monitoring reputational risks, exercising material authority with respect to the capital allocation process and strategy
- Oversight of the preparation, and approval, of annual financial plans and budgets as prepared by management (and subsequent monitoring thereof)
- Implementing periodic full board and individual director evaluations
- Material involvement in the establishment of board agendas, developing internal governance processes and protocols, recruiting and retaining directors, pursuing formal executive succession and talent development efforts, and directing crisis management activities

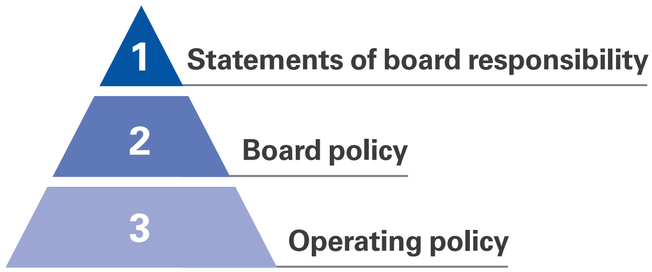
Management: there is general acceptance (see, e.g., the Business Roundtable) that executive management's duties include at least the following responsibilities, if not others:

- Operate the day-to-day management of the company, subject to board supervision
- Develop and implement the company's strategic plan, with the involvement and monitoring of the board
- Make recommendations to the board with respect to capital allocation
- Maintain the corporate compliance program
- Identify, analyze, and respond to enterprise/operational risks
- Prepare for board approval accurate and transparent financial statements and other operational disclosures
- Develop annual operating plans and budgets for board approval (supplementing such plans and budgets as circumstances warrant)
- Select qualified management and establish an organizational hierarchy
- Work with the board in executing material talent development and succession initiatives
- Develop organizational crisis management procedures

Source: Michael Peregrine, "The Difference Between Governance and Management," *Governance Notes*, The Governance Institute, July 2017.

Emphasis on Policy

It is in fulfilling their policy-making role that boards most clearly follow their governance directive. It helps to understand the importance of policy formulation in differentiating between management and governance by considering the three levels of policy:



Boards should formulate policy at only the first two of these, and should not become involved in developing either operating policy or rules and procedures.

Statements of board responsibility describe the nature and scope of the board's obligations for formulating organizational ends and for ensuring high levels of executive management performance, the quality of care, financial health, and its own effective and efficient performance.

Board policies are based on and flow directly out of statements of responsibility. These policies provide direction and convey the board's expectations in those areas for which it bears ultimate responsibility. Board policies provide guidance to management and the medical staff as they go about accomplishing the organization's work. There are two critical questions here:

1. How directive does the board want to be? A board, because of its super-ordinate authority and status, can be as directive as it wishes, limited only by laws and regulations.
2. To what extent, and in what ways, does the board want to constrain management and the medical staff as it delegates tasks and authority to them?

The answers to these questions help establish the division between board and operating policy in addition to defining where governance ends and the practice of management begins.

The 15th anniversary of the enactment of the Sarbanes-Oxley Act, and the corporate responsibility environment it prompted, provides an additional perspective from which to evaluate the roles and relationships of the board and executive management. In a very real sense, that's where it all began—the seismic recalibration of corporate direction from the executive suite back to the board, where it belongs. The act birthed the fiduciary guidelines, principles, and best practices that serve as the corridors of modern corporate governance, developed in direct response to the problematic conduct of the boards of Enron, WorldCom, and other controversies of the time—and similar controversies still exist to this day.

> "It is through the formulation of policy that boards lead their organizations and free themselves from the activity trap."
>
> — Dennis Pointer and Charles Ewell, Ph.D., *Really Governing*

With respect to each of its ultimate responsibilities, a board should continue to formulate policy that sequentially narrows the discretion of management up to the point where it is comfortable with any reasonable interpretation, application, and/or implementation of that policy.

The board should operationally define its comfort zone by being willing to accept all reasonable applications and interpretations of its policies. When applied, this principle defines the point where governance ends and operations begins.

Traditional Comfort Zone

Setting policy can be elusive—certainly more difficult than dealing with tangible issues such as selecting art work for a new wing or a service vendor for the employee cafeteria. Directors must focus on "the plan"—on resolving key issues such as "Where are we going?" "What's going on next year?" "What do we want to be?" These issues require diligent attention because they remain with the organization forever—there is no "finish line."

Governance experts have identified two primary reasons boards stray into operations and away from policy.

1. They gravitate to the familiar.

Addressing operational matters is easier than addressing policy issues, especially policy issues of a non-profit healthcare organization. Many board members spend their professional lives in operations-related roles in the for-profit sector. But the non-profit healthcare arena is unfamiliar territory to the M.B.A.-trained executive wanting to transfer some of the management lessons he or she has learned at business school and at work.

Not only must the board member acknowledge the differences in operational imperatives between his or her business and that of the healthcare organization, but also the differences in management and governance.

Non-profit healthcare organizations are different from for-profit businesses, and traditional business experience can carry directors only so far. Directors can easily succumb to the temptation to focus on—and meddle in—matters that are familiar to them, and neglect the imperatives of the organization as a whole.

> Policies provide the most tangible evidence that boards are fulfilling their ultimate responsibilities, yet evidence from governance experts shows that most healthcare boards need to spend more time formulating policy, specifically non-operating policy.

For-Profit versus Non-Profit Imperatives

Imperatives	For-Profit Sector	Non-Profit Healthcare
Mission	Grow market capitalization through products and services	Deliver services to key constituencies
Measure	Financial performance	Financial performance balance with other measures
Leadership	CEO is sole boss	CEO reports to non-executive chair

Source: Adapted in part from F. Warren McFarlan, "Working on Non-profit Boards: Don't Assume the Shoe Fits," *Harvard Business Review,* November 1, 1999.

2. They lose faith in the CEO.

This happens more frequently than one would expect. If, for example, a board member believes that management is not handling an issue adequately or correctly, the temptation to step in personally is difficult to ignore. However, the board member does have more effective options; that is, bringing the issue directly to the CEO for discussion and resolution, bringing up the issue at a board meeting, and, if still unsatisfied, working through the executive management oversight responsibility and CEO performance evaluation. Any of these options is preferable to going around the CEO, compromising his or her authority, or making internal dissension visible to the public.

When directors feel compelled to take management matters into their own hands, experts advise that a board should not focus on operations but rather on the suggestions above or, ultimately, on finding a new CEO.

A Special Note About the Relationship

One of the most important—yet least understood—aspects of the board/management dynamic is the responsibility of the board to foster a positive relationship with the CEO. This includes being supportive of management's appropriate efforts to pursue informed risk-taking and encourage the long-term sustainability of the corporate mission.

Since the enactment of the Sarbanes-Oxley Act, much has been made of the board's responsibility to engage with senior management on the basis of "constructive skepticism" and an active, independent oversight role. That's completely appropriate, but that does not mean that the board/management relationship should be adversarial in order to ensure corporate responsibility. An overarching responsibility of the board is to support the collegiality of the board and its committees, and the relationship between the board and management whenever possible.[1]

1 Michael Peregrine, "The Difference Between Governance and Management," *Governance Notes,* The Governance Institute, July 2017.

Board Responsibilities—A Review

Since a board's responsibilities focus on oversight, it follows that the responsibility of management is to accomplish the objectives set forth by the board in its six oversight arenas. The CEO must meet board objectives in the areas of strategic planning and mission, quality, financial performance, personal performance, advocacy, and must facilitate processes for measurement of board effectiveness. He or she is the board's agent in working toward optimal organization performance.

Setting Strategic Direction

Boards are responsible for envisioning and formulating organizational direction. This is accomplished through confirming the organization's mission, articulating a vision for the organization, and specifying key goals that result in progress toward the organization's vision. All other board responsibilities flow from this. Guiding and participating in the development of the organization's strategic plan remains an integral part of this process.

The board has two critical responsibilities in the organization's strategic planning process. The first is to set clear expectations/policies regarding the process and its outcomes, and the second is to hold senior management and itself accountable for the implementation of the strategic plan.

Quality Oversight

"Quality" is the degree to which health services for individuals and populations:

1. Increase the likelihood of desired health outcomes as defined by patients, families, the community at large, physicians, employees, and payers
2. Decrease the likelihood of undesirable outcomes
3. Are consistent with current but constantly changing professional knowledge

The board's responsibility for quality comes from a variety of sources, including the hospital or health system's mission statement and corporate bylaws, requirements by various accrediting bodies, and legal mandates.

The board has a moral and ethical obligation to guarantee that the organization is doing everything it can to keep patients safe and provide them with the highest-quality care.

Management Oversight

Boards must ensure high levels of executive management performance. Tasks related to this responsibility include:

- Recruiting and selecting the CEO
- Specifying CEO performance expectations
- Evaluating the CEO's performance
- Determining the CEO's compensation and benefits
- Terminating the CEO's employment relationship with the organization, if the need arises

The relationship between a board and its CEO is delicate and critically important. This person is generally both a colleague and a subordinate. In most health systems and hospitals, the CEO is a member of the board, and also reports to the board. Because the CEO is in the organization on a full-time basis and significantly influences the type of information the board receives, the CEO is often the board's most influential member.

Financial Oversight

The board's fiduciary responsibility is to protect the organization's financial status so it can meet its obligations economic and social—to its communities. Meeting these obligations typically involves a variety of finance-related tasks:

- Approving the annual budget
- Assuring appropriate investment of assets
- Assuring sufficient capital
- Determining fiscal policy
- Determining policy on provision of needed community services

Board Development

A board must assume responsibility for itself—its own effective and efficient performance. The board must monitor its own development, job design, and performance. Being effective as a board comprises several key elements, including:

- Appropriate board configuration (e.g., board size and composition; member terms; board budget and staffing; officers; committees; and recruitment, selection and orientation of new members)
- Board evaluation and development processes
- Efficient and effective board meetings
- Meeting its legally mandated fiduciary obligations

Community Health and Advocacy

Community health and advocacy are an increasingly important part of board oversight. Fund development and philanthropy have shifted from hospital boards to foundation boards, but advocacy is not limited to fund development and philanthropy. It encompasses a full range of efforts to reinforce the organization's grounding in the community, and to truly understand and meet the community's needs.

Boards need to focus on advocacy for public policy issues such as labor relations, nurse staffing ratios, medical malpractice, niche-provider competition, effective policies for managing the uninsured, and so forth. Further, boards need to partner with community organizations to address social determinants of health, health disparities, and other community benefits. Key activities under this board responsibility include:

- A community health needs assessment every three years to understand the health issues of the communities served, along with a measurable plan to address the needs identified in the assessment
- Board orientation sessions that clearly explain the expectation that board members advocate on behalf of the organization
- A board policy that spells out the board's role in fund development and philanthropy efforts
- Board goals for community health and public advocacy

> In the world of governance, charting the course is the crucial component of flying the plane, but some directors find it difficult to step out of the pilot's seat.

Working Together—Symbiosis Personified

Inherent in board responsibilities is the notion of the respective roles of the board and management. Each must acknowledge—and understand—that essentially they are accountable to each other and pursue the same goals. To illustrate this symbiotic relationship, we provide general observations, as well as some key expectations of the board and management, from governance experts:

General Observations	The Board Should Expect Specific Things from Its CEO and Executive Managers	The CEO Also Has Expectations of the Board
• If the board tells the CEO what to do, the board loses power because no one can hold the CEO accountable for the outcome. • Both the board and the CEO should exert influence and have input in creating value. • The board should focus on unlocking its full potential to contribute by: » Being involved without micromanaging; » Challenging the CEO but also being supportive; and » Being patient but not complacent. • Directors *add value* to the organization by: » Helping management determine what matters most » Creating opportunities for the CEO to think out loud » Encouraging experimentation » Being a stimulus for change » Monitoring progress and performance » Modeling the desired behaviors	• A cooperative and open relationship—fully receptive to advice and counsel regarding the overall direction of the organization. • Guidance on policy and strategy. • Sufficient amounts of the right kind of information, in a timely fashion, to enable directors—individually and collectively—to fulfill their duties. • Management's best interpretation of reports, performance indicators, etc., including implications. • A realization that a director has assumed a responsibility to all stakeholders and expects the organization to be a good corporate citizen with respect to its many publics. • An openness and receptivity to searching questions by the board. • Distribution to directors of all communications by management to the organization's various publics, including reports to funding sources, presentations to analysts, and pertinent press releases. • His or her best effort to: » Share information without feeling vulnerable » Seek advice without appearing weak » Solicit input without appearing to relinquish control over operational decisions	• Directors will show up for board and committee meetings well prepared to discuss agenda items. • They will express their views on the quality, quantity, and timeliness of the information they receive from management. • They will seek additional information when they need it. • They will exercise an active skepticism, articulate nagging doubts and volunteer viewpoints. • They will be available to the chairperson and CEO on an ad hoc basis for advice and counsel. • They will confine their activities to their role as directors, and not allow themselves to drift into the management domain. • The CEO has the right to demand that the board be a sounding board, a source of counsel, and a check on his or her own judgment.

When Problems Arise

Even if boards understand their roles and responsibilities, they occasionally may find themselves in situations where these become blurry—because of specialized interest in a particular issue, an impending organizational crisis, constituent pressures, an urgent sense of doing something quickly, or a felt need to remedy what appear to be difficult or unjust situations. The list is nearly endless. When a board member or the entire board steps outside its governance domain, it can make matters worse, and usually results in a rift between the board and executive management.

When a board steps outside its governance roles and responsibilities, it may end up:

- Shifting the board's focus from strategic to operational issues
- Diverting board attention from its primary roles and responsibilities to those of its CEO
- Undermining CEO authority
- Sending mixed messages to the organization's constituents—physicians, employees, patients, and the community it serves

Additionally, boards must avoid the following undesirable realities of the board/management relationship:

- Being overly dependent upon, and overly passive with respect to, senior executive leadership
- Conversely, allowing the senior leadership team to view directors as a "sounding board," but not as individuals who are to be encouraged to push issues or independently raise "yellow" or "red" flags
- Relying almost exclusively on the senior leadership team (and advisors they select) for information and guidance on corporate affairs
- Being unwilling to devote adequate time and attention to their oversight responsibilities
- Too often deferring to the senior executive officers to perform important tasks such as setting board meeting agendas, selecting board nominees, initiating the analysis of and thus essentially establishing executive compensation, selecting key board and committee advisors, and selecting the outside auditor
- Allowing outside advisors to view the senior executive team, rather than the board, as the ultimate client

What Roles and Responsibilities Are Not	
Role	**Example**
Policy making is NOT...	Policy implementation
Decision making is NOT...	Decision implementation
Oversight is NOT...	Close scrutiny of day-to-day operations
Responsibility	**Example**
Mission and strategic planning oversight are NOT...	Changing the course of the organization without management counsel
Quality of care oversight is NOT...	Challenging medical staff performance without management input.
Executive management oversight is NOT...	Stepping in to resolve individual operational issues that are the responsibility of the CEO
Financial oversight is NOT...	Expecting management to explain basic financial theory each time financial statements are presented to the board
Board effectiveness is NOT...	An informal process

Who Does What?

As an exercise in governance and management, it helps to consider specific tasks that require the attention of the board, management, or both. The table below outlines activities that may fall within the scope of a board's deliberations. We suggest you review the activities and select where you believe the responsibilities rest. Because the distinction between management and governance varies from organization to organization, and from time to time, within each organization, there are no "correct" answers. However, we provide suggestions in the column furthest to the right.

(Some key words to consider: Recommend, approve, implement, employ, monitor, determine, prepare, establish.)

Overall Direction (Mission, Vision, Values)	Governance	Management	Both	Recommended
Revise mission, vision, values				G
Determine annual goals				G
Monitor progress on goals				G
Determine strategies to achieve goals				B
Recommended policy				M
Approve policy				G
Implement policy				M
Change bylaws				G
Employ outside consultants (counsel, financial, etc.)				B
Ensure compliance with regulations				M
Strategic Planning				
Prepare strategic plan				M
Approve strategic plan				G
Approve strategic plan budget				G
Approve deviations from strategic plan budget				G
Finance				
Approve annual operations budget				G
Approve capital budget				G
Approve deviations from operating budget				G
Approve deviations from capital budget				G
Approve senior management travel budget				M

Board Effectiveness				
Prepare and administer a board self-assessment program				G
Prepare and approve a board orientation program				B
Recommended changes in board composition				G
Recruit new board members				B
Quality of Care				
Recommend criteria for credentialing				M
Approve criteria for credentialing				G
Recommend quality indicators				M
Approve quality indicators				G
Establish standards for quality of care				G
Monitor quality improvement program				B
Management				
CEO				
Hire CEO				G
Specify CEO performance expectations				G
Develop CEO annual goals				M
Prepare CEO transition plan				G
Evaluate CEO				G
Operations				
Assess organizational problems and suggest solutions				M
Hire director of nursing				M
Approve a raise for director of the emergency room				M
Approve revisions in nursing career ladder				M
Terminate contract with health insurance carrier				B
Approve professional recruitment strategy				M
Secure a strategic alliance/merger				B
Approve expansion of a program				B

Conclusion

Boards need to have a clear sense of the ebb and flow of management and governance roles and responsibilities. Although fluid, there are differences between the two. Governance means setting policy and strategy. Management means implementing policy and strategy as set forth by the governing body. That sounds straightforward, but the distinction is frequently obscured by the complexity and dynamic nature of healthcare organizations.

Stepping onto the other's turf usually causes an upset that can range from minor to significant organizational turmoil. The best way to avoid, or at least temper, these disruptions is for the respective parties to know their roles. Of primary consequence is the policy-making role of the board, and the policy-implementation function of management. When the board clearly outlines its board policies and defines its involvement in operating policies, both parties more clearly understand where governance ends and management begins.

Board responsibilities carry over to management action, and it is through a clear understanding of these responsibilities that the two parties practice and hone their teamwork skills. The relationship is symbiotic, each cooperating for a mutually beneficial outcome— the optimal performance of the organization.

As healthcare organizations evolve, the traditional governance–management separation has come under scrutiny. Some in the field note that health systems in particular appear to be moving toward a more significant involvement of management in governance. When this is the case, it is strongly advisable for an organization to revisit the respective roles and responsibilities of management and governance to ensure clarity of participation and to avoid misunderstanding and disruption.

> "We approach management versus governance issues with the N-I-F-O principle: nose in, fingers out…a board member has every necessity to review and comment on proposals and ideas, but has no right to manage issues."
>
> *—Health System Board Chair*

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