

# Practical Tips for Better Board Meetings

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**H**ave you ever attended a board meeting that seemed to drain members of their energy, become mired in endless detail, needlessly repeat materials from previous meetings, or run out of time just when the most important discussions had begun? What about the opposite—a meeting that left members energized and confident about the future, empowered them to contribute, and served to strengthen the organization?

Fortunately, ensuring the latter is largely within your control. With the proper annual board work plan, pre-meeting preparation, effective materials, a well-prepared chair, and board members who understand and are ready to perform their roles and responsibilities, meetings can help the board navigate the turbulent healthcare industry waters and potentially even transform an organization.

This article provides eight practical tips to enhance the effectiveness and efficiency of your board meetings, including opportunities to reduce the frequency of meetings while increasing the time devoted to strategic discussion. In addition, it provides actionable advice about how best to deploy board chairs, the management team, governance support professionals, and board members to facilitate the best-possible board performance. Our recommendations build

on The Governance Institute's wealth of in-depth resources on board meeting effectiveness and other governance topics, which are referenced at the end of this article.

## Tip #1: "Less Can Be More"—Consider Moving to Six Board Meetings Per Year

"Fewer but somewhat longer meetings" is a succinct way to describe current best practices about the number and frequency of hospital/health system board meetings. As Governance Institute Advisor Guy Masters, M.P.A., says, "The point of longer meetings is not to allow extra time listening to managers present endless details about the business, but rather to allow more time for open questioning and intellectual give-and-take on key issues."

Is your board still regularly meeting 10 or more times per year? According to The Governance Institute's 2019 Biennial Survey of Hospitals and Healthcare Systems, this is true for more than 75 percent of independent hospitals, but only 32 percent of health systems.<sup>1</sup> If it is the case for your board, consider moving to a bimonthly schedule; one we believe is more synchronized with

## Key Board Takeaways

To improve the efficiency and effectiveness of board meetings, leaders should:

- If you have not already done so, strongly consider moving to bimonthly board meetings.
- Devote more time to board chair/CEO meeting preparation and structure the agenda so that adequate time can be devoted to discussion of strategic issues.
- Insist that board members come to meetings prepared, enforce agreed-upon "ground rules," encourage active participation in meetings, and close each meeting with a process check.
- Be clear with management about what kind of meeting background information—in what format—will best enable board members to exercise their responsibilities both efficiently and effectively.

the key roles of the board: providing oversight and setting strategic direction. Advantages of this schedule include:

- Allows for committees to meet in the "off months," which facilitates earlier and more synthesized advance board meeting materials with concise, meaningful committee meeting minutes and reports. This, in turn, can allow questions that may arise to be addressed prior to the board meeting itself, freeing up time for more strategic discussions.
- Allows for thoughtful board meeting agenda preparation two or more weeks before the meeting.
- May attract great future board members unable to commit to monthly meetings.
- Provides enough time for the board to see the results—or lack thereof—of a corrective plan of action implemented after the last meeting.
- Allows time for some issues to "resolve themselves" simply given the passage of time.

Data from the 2019 Biennial Survey shows that currently the majority of respondents of all types of organizations meet between two and four hours. Only 30 percent of health systems meet four hours or more. Some leaders, concerned that holding fewer board meetings means just that each meeting



<sup>1</sup> 2019 Biennial Survey of Hospitals and Healthcare Systems, The Governance Institute (Available Fall 2019).

will be twice as long, ask, “Why are we doing this if we are not saving time?” Remember, even if the duration for routine reporting stays the same, you could devote all or nearly all of an additional meeting hour to strategic discussions.

Finally, especially if an organization moves to six meetings per year, we recommend that it use its executive committee to conduct time-sensitive business between meetings, within clearly articulated authorities delegated by the full board. Ideally, the executive committee would include all committee chairs and would help identify key agenda items for the upcoming meeting.

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—Guy M. Masters, M.P.A.,  
Principal, Premier, Inc. and  
Governance Institute Advisor

### Tip #2: Use an Annual Board Work Plan/Calendar

We recommend using an annual board work plan/calendar, administered by your governance support personnel. This calendar typically is organized around either the six core board responsibilities (quality oversight,



financial oversight, strategic oversight, board self-assessment and development, management oversight, and community benefit and advocacy), high-priority issues/topics for the upcoming year, or the goals in your strategic plan.

Of course, flexibility is required. If an unexpected issue or opportunity arises, the work plan would be modified. Additionally, should a special board meeting be necessary, we recommend that its agenda focus exclusively on the topic at hand and exclude all routine board reporting.

### Tip #3: Prepare, Prepare, and Then Prepare Some More

Preparation by the board chair, working collaboratively with the CEO and management team, is critical to the success of any meeting. As outlined in tips five and seven, a productive meeting also, of course, requires that board members arrive fully prepared to participate.

The success or failure of any board meeting begins with the board chair. The Governance Institute describes the board chair as the “first among equals” who is tasked with streamlining the functioning of the board and enhancing board effectiveness. A capable board chair, working productively with management, can lighten the burden of work on the board.

Ultimately, the board chair is responsible for allotting time for presentations and discussion at each meeting. Like

most governance experts, we recommend that the chair collaborate with the CEO to develop the agenda, rather than assume sole responsibility or hand the responsibility over completely.

A bimonthly meeting schedule allows the chair to think carefully through each agenda item

at least two weeks before the meeting, leaving time for the management team to gather and develop board-appropriate materials. Then, the board chair and CEO should set a regular time to review the final agenda and agree on how to handle individual items. Another reason for discussing the agenda with the CEO beforehand is that it prevents any “surprises”—items that may catch the CEO or chair off guard—during the meeting.



### Tip #4: Don't Let Reporting Crowd Out Strategic Discussions

Ensuring that a board spends half of its meeting time on future-oriented strategic discussions (as recommended by The Governance Institute) requires thoughtful preparation. Using a consent agenda is essential to this effort. According to The Governance Institute's 2019 Biennial Survey, “This year's analysis shows that there is a relationship between using a consent agenda and boards that generally spend more than half of meeting time discussing strategic issues.”<sup>2</sup>

While crafting agendas may seem mundane, it is a critical preparation step for every meeting that can have a profound impact. One helpful tip in preparing the meeting agenda is to allocate board time around four categories of board work: routine, scheduled, emergent, and strategic. Routine items appear on the agenda at every meeting

2 2019 Biennial Survey of Hospitals and Healthcare Systems, The Governance Institute.

and require little, if any, board action. Scheduled items are those that can be anticipated because of the recurring work performed by the board and its standing committees. While these items require board policy formulation, decision making, and oversight, they are generally predictable and correspond to the board's annual work plan/calendar. Emergent items, by contrast, require board policy formulation, decision making, or oversight, but are not anticipated (e.g., an unexpected opportunity to align with a specific targeted medical group). Strategic work focuses on forward-looking, also known as "generative," discussions that encompass market positioning, finance, quality, and other mission-critical issues. These strategic discussions inform *future* board policy formation and decision making but typically do not anticipate that a policy will need to be formulated or a decision made at the same meeting.

Organizing board agenda items into these four categories forces the board to budget its scarcest resource: time. It also introduces forethought and planning into the agenda, allows for coordination of board and committee work, ensures that critical items are not overlooked, and allows for forward-looking strategic thinking.

Then, construct a clear, timed board meeting agenda that includes:

- Timeframes for each agenda item
- The purpose of the agenda item—in particular, designating those items for which board action is required
- Who is leading each item
- One to three major topics for discussion, typically emergent or strategic issues, along with framing questions for each to prepare board members for productive discussion when at the meeting. For instance, if a health system is exploring acquisition of a physician group, a framing question might be, "What are the financial, regulatory, or political issues we should consider before making this acquisition?"
- Linkages on the board portal for related background materials

One unconventional approach to consider is an "upside-down" agenda. This type of agenda orders meeting topics so that you tackle emergent and strategic discussions early in the meeting while board members are still fresh.

### Tip #5: "Plan Your Work, Then Work Your Plan"

While the agenda is the meeting's "plan," time management during the meeting itself is squarely in the hands of the board chair, who should:

- Establish and enforce meeting ground rules to avoid distractions and member behavior that does not serve meeting objectives. For example, these may include asking members to turn off cell phones, discouraging sidebar conversations, and employing timekeeping that keeps the meeting on the planned schedule.
- Insist that members come prepared to each meeting, having reviewed all background information and ready to contribute thoughtfully to discussions.
- Have committee chairs lead any committee-related presentations.
- Actively listen to the discussions and solicit other opinions.
- Encourage critical thinking.
- Recognize and thank board members for their meeting contributions.
- Routinely close each board meeting with a short process check; that is, an evaluation of what worked well at the meeting, what could have been done differently, whether everyone feels he/she was able to contribute, whether the pre-meeting materials need to be changed, etc. This feedback can help the board chair fine-tune future meetings to better meet the needs of the board.

### Tip #6: Make Sure the Board's Background Materials Are Useful

By preparing materials for board meetings, the management team plays an integral role in ensuring that the board is prepared to have productive meetings. Once the meeting agenda has been determined, management is responsible for developing materials to educate the board on pertinent issues and allow members to contribute meaningfully to discussions.

Board materials need to be designed specifically to support the board's role and responsibilities, which is to say that they should not be overly operational. Instead, they should include a dashboard of high-level, meaningful indicators of the organization's overall performance (metrics)—preferably color-coded and visually appealing—such that a brief scan will let the board member

identify areas of strength or areas for improvement. Additional materials should provide concise background information for both the consent agenda and the topics to be discussed at the meeting. Governance support staff can help managers and committee chairs develop these materials so that they are relevant, consistent in format, clear, and concise.

Any committee that comes with a request for the board should submit a one-page executive summary for the board packet. This summary will lay out the options the committee considered, the recommendation to the board along with its rationale, major issues for the board to consider, and a clear explanation of what the committee is asking of the board (e.g., input or approval). This will limit unnecessary duplication of the committee's work while providing enough insight for the board to make an informed decision.

Board materials should be available at least a week before the meeting—ideally through a board portal—to allow board members to review them carefully and identify any questions that could be answered before the meeting itself.

One important note for systems: when developing system-level board packets, make sure that all information is provided at the appropriate systemwide level. Generally, this should include broad patterns across entities





rather than detailed information for each. Wherever possible, present this graphically in an “at-a-glance” format that does not require reams of information to understand overall system performance.

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#### **Tip #7: Use a “Board-Member Compact” to Guide Behavior**

A “job description” for a board member—often referred to as a board-member compact—serves to clearly articulate expectations for directors, including but not limited to their behavior and engagement at the board meeting itself. Using such an approach helps to ensure that the game rules are clear. Expectations related to board meetings should be clearly spelled out and can range from the “basics” to those aspects that make a meeting especially productive.

Perhaps the two most basic expectations are that members will conduct their board-related discussions (or disagreements) during the meeting itself, not in the parking lot or in other forums, and that all board materials and discussions remain confidential.

Other meeting-related “basics” typically include attending meetings

regularly (organizations often require members to attend at least 75 percent of all board and committee meetings), being prepared for discussions, listening respectfully, identifying conflicts of interest, and focusing on board-level, not operational, issues.

Member behaviors that contribute to highly successful board meetings include being curious/information seeking, being open to others’ perspectives, being willing to test assumptions, basing decisions on data and good judgment not personal opinions, and seeking common ground upon which to build consensus while not falling prey to groupthink.

Reminding members of the ground rules before each meeting will help them remain focused, know what is expected in terms of standards of conduct, and guide them to listen and be open to new ideas.

#### **Tip #8: Use the Experience/ Talents of Governance Support Professionals**

Finally, a close working relationship between board leaders and governance support professionals is foundational to all effective board processes, including ensuring productive board meetings. Governance support professionals help the board chair plan, organize, and conduct effective board meetings by:

- Providing board orientation on the board’s fiduciary duties and responsibilities and organizing ongoing board education.
- Ensuring that board members receive board-appropriate meeting materials at least one week before the meeting so they can arrive prepared.

- Periodically reviewing the process of committee reporting to the board.
- Initiating a biannual board self-assessment process and using the results to create a development plan.

#### **Conclusion**

Realizing more effective board meetings depends both on adopting established best practices and building the ability of your people—the board chair, CEO, management team, governance support personnel, and board members—to perform their roles skillfully. The eight tips outlined in this article, along with the more in-depth resources available from The Governance Institute, will help you use board meetings as a strategic asset to create a stronger, more resilient healthcare organization prepared to meet the challenges of a changing industry. ●

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#### **References and Resources**

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For sample board meeting agendas, dashboards, calendars, or meeting evaluations, view The Governance Institute’s template library at [www.governanceinstitute.com/templates](http://www.governanceinstitute.com/templates).