

Governance Notes

Five Tech Tools That Governance Professionals Can Use Right Now

By Simone Bellamy, Chief of Staff and Assistant Corporate Secretary, Saint Peter's Healthcare System

Governance support professionals are highly productive. Metaphorically, I liken our level of output to an iceberg. Above the surface, we're administrating board meetings, onboarding new members, managing staff, and facilitating board education programs. However, under the surface, much of what we do—a million or so tasks—others never see. I believe we'd all agree that in the last few months our level of productivity has increased, particularly in our utilization of technology. Tech is becoming more of a necessity and the use of software in our everyday operations continues to grow. Governance professionals shouldn't overlook the fact that there are technologies that could help us be

more productive in the board office. Fact is, taking a pass on a periodic review of your technology toolkit for upgrades isn't really an option. Due for a review? Here are five technology tools that will help governance professionals accomplish more.

1. Email Templates

Using Microsoft (MS) Outlook calendar to schedule board meetings is a common practice among governance professionals. But, there are two additional MS Outlook functions that may be overlooked: email templates and delayed email.

Email templates allow the user to create a library of templates which include information that infrequently changes from message to message. The template can be saved and sent later as an email message. New information can be easily added to a template before a new email is sent.

How can governance professionals use email templates? Create templates for repetitive emails where the language doesn't change. Create email templates for upcoming meeting reminders and/or emails that solicit documents from a committee lead for a meeting. The language on these types of emails is relatively

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standard and repetitive. Create the template once, and simply change the morning/afternoon salutation and the date, and press send. [Learn more about this time and wrist saver.](#)

2. Delayed Email Messages

The delayed email message feature in Outlook allows the user to do just that—delay an email for a period of time before it is sent to the recipient. The delayed email can be scheduled and sent automatically after the number of minutes, hours, days, or weeks specified by the sender.

How can governance professionals use delayed email messages? Use the delayed email feature to schedule email reminders to committee leads about information for upcoming submissions for meetings ahead of time. Schedule birthday messages to the board members at the beginning of the year that automatically send (on the date you specify) throughout the year. There's one caveat to using this gem of a tool though, MS Outlook must be active and open in order for your scheduled messages to send. In other words, if you go on vacation and Outlook is turned off, the delayed email messages will automatically send the next time the program is opened. I would be remiss not to mention that governance professionals who use Google Suite can delay an email for up to 48 years! [Learn more about scheduling delayed email messages.](#)

3. Rocketbook

Rocketbook is a smart notebook with cloud integration capability. The notebook is reusable infinitely, which reduces both the utilization of paper and the associated costs.

How can governance professionals use Rocketbook? Governance support

Key Takeaways

- Utilize email templates and delayed email message functions to increase efficiency and save time.
- A smart notebook can be helpful with creating and organizing meeting minutes.
- A transcription software can be a lifesaver for taking meeting minutes. Reduce your stress by being able to reference a recording of the meeting later and/or have a transcription automatically generated.
- Get creative with video/image capture and sharing platforms. Try using this to enhance board member engagement and create memorable experiences for board members and your team.

professionals have different styles when it comes to taking minutes. One professional may opt to type notes during a live meeting, another may choose to record a meeting and draft minutes post meeting. For some professionals, writing assists in retention of information. Pair this preference with Rocketbook Everlast's look and feel of real paper, and add the fact that your work product can be electronically archived as a PDF, retained in the cloud, and/or downloaded to your laptop or PC, and you've got a tech winner. [Preview the Rocketbook product line.](#)

4. Otter.ai

Otter.ai is a speech to text recognition transcription software that listens to voice conversations and generates text that is synchronized with audio, speaker tags, and summary keywords.

How can governance professionals use Otter.ai? Minute taking is a key function of what governance professionals do. Consider Otter.ai your digital body double. Need to step away from a board meeting to manage an unexpected issue? With Otter.ai in use, not only will the meeting be recorded,¹ but the notes will be displayed in relatively accurate text. The software will even color code the various speaker voices and has Zoom integration. For those governance professionals who want to utilize the software, Otter.ai for Business offers more security than its free offering. [Learn more about Otter.ai.](#)

5. Snagit

Snagit is a video and image capture and sharing platform. Snagit installs on your laptop/desktop and does way more than just capture screenshots.

Governance professionals can be stewards of technology within their organizations by building and utilizing the power of their toolkits.

¹ If board meetings are being recorded, board members and others present at meetings must be made aware in advance and provided information on how the recording will be used and stored or destroyed, according to the organization's bylaws and applicable state/local regulations.

How can governance professionals use Snagit? Governance professionals can enhance board member engagement through customized videos and images. Create memorable member experiences by offering short video birthday messages to board members. Send a birthday wish easily via email. Create instructional videos or documents customized for the board on subjects such as accessing Zoom meetings and/or tips for using the board portal. Use Snagit's annotation feature on a screengrab to highlight a point of reference. Snagit is a tech tool that governance professionals didn't even know we needed until we used it. [Learn more about Snagit.](#)

Governance professionals can be stewards of technology within their organizations by building and utilizing the power of their toolkits. But as we know, *with great power comes great responsibility*. One of our responsibilities in introducing new technology is to ensure its security. Most of the technology we use today has some degree of security risk; the five highlighted in this article are no exception. However, by enlisting the guidance of your organization's chief information officer on how to properly incorporate these tools into your organization's security landscape, you'll be expanding your repertoire of tech go-tos in no time.

The Governance Institute thanks Simone Bellamy, Chief of Staff and Assistant Corporate Secretary, Saint Peter's Healthcare System, for contributing this article. She can be reached at sbellamy@saintpetersuh.com. Note: The author does not have any financial relationships with the companies mentioned in this article.



The Power of Communication

*By Gina Bono, Vice President, Office of the CEO and Governance, and
Ann Marie Roy, Governance Administrative Advisor, Trinity Health*

Trinity Health recognizes the importance of communicating with fellow governance support staff across the organization. In order to provide system updates, share governance best practices, and promote overall comradeship between governance staff, the system governance office hosts a quarterly WebEx meeting with all ministry governance assistants across the organization. Participation in this meeting allows all of us to work together as a team to document and streamline governance processes as well as provide standardized messaging to boards across the system.

Agenda topics typically include education and updates regarding upcoming governance events and activities, annual processes including board and CEO assessments and the annual board appointment/reappointment process, ministry board member orientation and the onboarding of new members, and the use of Nasdaq Boardvantage. Other topics of discussion include the importance of diversity and inclusion in board recruitment efforts, record retention standards, meeting minute taking standards, and the utilization of hCue, Trinity Health's entity management software.

These education sessions help governance assistants to sharpen their skills and reduce errors in their day-to-day activities by providing consistency of processes and procedures, which lay the foundation for process improvement efforts across the organization. It is the responsibility of the process owners to continuously improve

Key Takeaways

- Communication is important to provide system updates, share best practices, and promote team building within governance support staff.
- A board portal can be a valuable tool for managing and streamlining board and executive documents and operations.
- Use annual board appointment and reappointment as an opportunity to streamline the process system-wide and to enhance diversity and inclusion.
- Board and CEO self-assessments are a valuable way to review performance in-depth. The Governance Institute facilitates these assessments for their members as needed.
- Education sessions on minute taking and record retention best practices can ensure that all governance support staff understand the best way to complete these tasks.
- An entity management software can help with organizing entity and governance information.

standardization of procedures with best practices.

The following are several best practice standards utilized within the system.

NASDAQ Boardvantage

One of the standard system-wide tools we use is Nasdaq Boardvantage, a partner of The Governance Institute. It is a leading platform for managing board and senior executive operations. Nasdaq helps make board processes paperless and reduces meeting preparation. It is a standard practice and expectation that all governance staff and system and Regional Health Ministry boards use Boardvantage to manage board operations. It is used to organize board materials, create meeting books, and as a repository for standard board orientation documents. Updates from Nasdaq regarding product enhancements and new feature releases are regularly emailed to governance assistants from the System Office

Governance department to promote standard messaging.

Annual Board Appointment/ Reappointment Process

The annual board appointment/reappointment process is one of the largest standard governance processes utilized system-wide. Annually, the executive and governance committee of the Trinity Health system board reviews all materials related to this process and determines whether to approve the recommended appointments of all health ministries. Trinity Health is very committed to enhancing diversity and inclusion at all levels within the system. A diverse organization is a central part of Trinity Health's strategy in building the TogetherHealth 2023 Strategic Plan. There is considerable time and effort required to recruit diverse board members. The system's commitment to increasing gender and ethnic diversity across the system is communicated through this standard annual

board appointment and reappointment process.

Annual CEO/Regional Health Ministry Board Self-Assessment

The second largest standard governance process includes annual self-assessments of the CEO and its ministry board. These assessments are administered by The Governance Institute annually. The Governance Institute provides reports with a detailed and thoughtful review of performance for each assessment. Standard communication of this process is provided via a quarterly governance call and email.

Minute Taking and Record Retention

The System Office Governance department provides an education session on minute taking/record retention guidelines. The presentation highlights best practices related to preserving a permanent, official record of governance action of a board meeting, document receipt and review of necessary information, how to summarize board deliberation on a matter, record content of offered motions, and

Our hope is that these efforts will result in smoother, more streamlined governance operations system-wide which will in turn positively affect how our system functions as a whole.

record the outcome of board votes on motions.

hCue Entity Management Software

Trinity Health's entity management software, hCue, benefits the overall standardization of governance workstreams and practices throughout the system.

hCue is a central, secure source that manages company information and its subsidiary entities, including entity vitals, ownership, ownership holdings, management structure (board members and officers), governance documents (articles, bylaws, etc.), events (filings and other due dates), and other pertinent information. The hCue platform enables ministries to share data on demand, prepare informational reports, and create organizational charts in real time.

Trinity Health relies on hCue as its "source of truth" for entity and certain governance information. The system's office of governance and legal department are committed to maintaining hCue as the "source of truth" for all Trinity Health legal and governance related materials.

Establishment of the quarterly WebEx meetings and group email communication with system governance staff provides venues for communicating and sharing of best practices of governance processes across the system. These venues help to ensure governance support staff are working together to standardize messaging to their boards. Our hope is that these efforts will result in smoother, more streamlined governance operations system-wide which will in turn positively affect how our system functions as a whole.

The Governance Institute thanks Gina Bono, Vice President, Office of the CEO and Governance, and Ann Marie Roy, Governance Administrative Advisor, Trinity Health for contributing this article. They can be reached at bonog@trinity-health.org and roya@trinity-health.org.



Committees: The Workhorses of the Board

By Kathryn C. Peisert, Managing Editor, The Governance Institute

Board committees exist to enhance the effectiveness and efficiency of the full board when it meets. They do this by performing serious work for the board, in addition to directing work done by others on their behalf. This makes the volume of work more manageable.

Committees contribute to the overall effectiveness of a board in the following ways:

- They help an organization take complex issues or tasks and break them down into manageable projects.
- They accomplish much of the groundwork needed for the full board to make informed decisions.
- They ensure the board and the organization that an issue was discussed thoroughly and not given short shrift by being one of a dozen items the board had to address at its meeting.
- They allow their members to substantively contribute to the organization—more so than these members may be able to do at full board meetings.

Committees do not replace the work of the board, but rather aid the full board in fulfilling its responsibilities. The full board, however, must ensure that committees function properly. The governance support staff plays a key role along with the board chair and governance committee to address committee structure on a periodic basis to identify places where changes need to be made. Further, governance support staff assists the committees in much the

Key Takeaways

The governance support staff plays a key role to address committee structure; supporting committees with their meeting scheduling and preparation; facilitating committee performance assessments; and committee work plan development. The following are important questions governance support staff members can bring to their board chair, CEO, and/or governance committee for discussion:

1. Do we have the right committee structure in place? Which committees could be combined or be handled by the full board?
2. Are there any committees that are doing work that is operational and should be handled instead by the management team?
3. Do the committee charters clearly articulate the committees' responsibilities, and can we ensure that committees aren't doing duplicate or overlapping work?
4. How can we improve our committees' reports to the board?

same way as it does the full board with scheduling meetings, preparing meeting packets for committee members, taking minutes, and facilitating committee performance assessments. This article provides important background information for governance support staff to help ensure that your board's committees are performing at their highest level and for the right purpose to benefit the full board.

Which Committees Does Your Board Need and Why?

First and most importantly, we advise keeping the number of committees to a minimum, and setting up *ad hoc* work groups or task forces, with limited duration, for topical and/or timely issues. Boards typically allocate work to eight "standing" committees (listed in alphabetical order here to avoid creating an illusion of priority):

- Audit and compliance
- Community health and benefit

- Executive
- Executive compensation
- Finance/investment
- Governance/nominating
- Quality/safety/experience
- Strategic planning

The committees listed above are typically the most prevalent at most types of healthcare organizations.¹ However, the type of board really dictates which committees it has. For independent hospitals and health systems with one board, these eight committees are the key ones to have in place. In addition, systems and especially academic organizations usually have research and education committees.

Systems that have multiple boards or tiers of governance would need to determine what level of work related to each committee needs to be done at which level of governance, and then determine whether that work could or should be done by the full board, or if a committee is necessary.

1 K. Peisert and K. Wagner, *Transform Governance to Transform Healthcare: Boards Need to Move Faster to Facilitate Change*, 2019 Biennial Survey of Hospitals and Healthcare Systems, The Governance Institute.

Subsidiary boards that have a narrower set of responsibilities would have fewer committees, most typically being quality/safety/experience and community health and benefit, with the rest of the work being done at the full board level.

Also important to note is that the nature of the work of a system-level committee vs. a subsidiary board committee is different. Systems and their subsidiaries need to ensure that each committee charter is clear and not overlapping with work being done at another level of governance within the system.

When looking at your committee structure, there are three critical questions to ask about each board-level committee:

1. Should this be a board-level committee, or should this work be done at a different level of the organization?

To illustrate this point, almost a third of boards that we survey have a human resources committee. Another example is the facilities/infrastructure/maintenance committee—in 2019, 31 percent of responding organizations had this committee at the board level.² We believe issues related to HR and facilities/infrastructure are operational and should be handled by senior management, with reports to the board as needed. Compensation issues that the board needs to address are only for the top executives and physician leaders, and would be handled by the executive compensation committee. For organizations that are developing plans for a major facility expansion or conversion, the board can create an ad hoc task force made up of board and management members to handle the work and reporting

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to the board for decision making. Integration with the strategic plan objectives would be important in this example. Then, the task force would be dissolved once the project is completed.

2. Could the work being done by this committee be combined with another that has similar needs as far as expertise and staff?

There are several areas of board work that are closely related and require similar expertise, but yet we see boards that maintain separate committees for these areas.

Finance/investment and audit/compliance are examples of committees that could be combined in some form or another. We do recommend maintaining a separate finance committee (that also handles investment) but combining audit and compliance. (Subsidiary boards that do not have to oversee these functions because they are being taken care of at the system level would not need to have these committees.)

Another example is enterprise risk: we see an increasing trend in boards creating separate enterprise risk management (ERM) committees. We recommend that this work be done via the strategic planning committee, as the questions and considerations around these two issues are closely related. Another potential place this responsibility could live is with

the audit/compliance committee. Organizations that are setting up an ERM process or infrastructure for the first time could create an ad hoc task force to do the necessary deep dive. This task force could report to the relevant committee or the full board.

Board diversity and inclusion is another area where we have seen boards consider creating a separate committee. But perhaps the governance/nominating committee is a better place for this work, so that it can integrate overall board recruitment efforts with diversity goals.

Finally, the areas of community benefit, community health, and population health are all closely related. Many boards have separate population health and community benefit committees, and for some that might be necessary. But each of these areas overlap and affect each other, and thus we recommend that when possible, one committee handle all (with close ties to the quality/safety/experience committee as it relates to population health and value-based care initiatives!).

3. Should the work being done by this committee be done at the full board level instead?

Depending on the type of organization, type of board, and board size, there are some aspects of committee work that could be done by the full board instead. The most relevant example

2 K. Peisert and K. Wagner, 2019.

of this is strategy. We have seen several health systems create a regional governance structure with regional boards overseeing operations, freeing up time for the system board to focus on strategy. In this case, there is no need for a strategic planning committee and essentially a committee would disengage key board members from fully participating in the effort. To make this kind of structure work, the board would set up a temporary task force for the time when the strategic plan is being updated or a new plan needs to be developed.

The bottom line is that every additional committee creates an additional layer of complexity and a new silo, which adds to the likelihood that there will be duplicate work and communication breakdowns. Too many committees also means that board reports are longer (increasing the risk that information going to the board will dive too deep into operational matters), requires more coordination of the board calendar, and takes up more time for everyone involved—management, board members, and governance support staff.

Reporting to the Full Board

There is a delicate balance between the role of each committee and the full board. An effective committee understands that it is doing work on behalf of the board. It needs to report sufficient information so the board understands its process, and how it reached its recommendations.

At the same time, it's essential for the committee to present key information in a way that's easy to grasp.

One method is to create an executive summary sheet on top of the committee's recommendation to the board, clearly articulating the committee's intentions. Is this report informational only, or a request for board input, or a request for board approval? Whenever a committee requests board approval, then the executive summary sheet should include some discussion of options that were considered, the pros and cons of each option, and why the committee recommends a particular option.

There should be a vigorous ongoing dialogue between committee leaders and top managers in a given area, aimed constantly at perfecting the data flow. The goal: the board and its committees should not be surprised by anything, but they also should not be overwhelmed with information.

Tying Up Loose Ends

Clear committee charters that articulate what types of people need to populate the committee, who staffs the committee, and who should chair the committee, are a foundation of effective committees. Reviewing the committee charters is an important first step in assessing the board's structure and to ensure the committees that are in place are

the right ones.

Committees should assess their performance the same way the full board does, using their charters as a starting point to assess whether their responsibilities have been fulfilled.

Finally, the committee should use its charter to develop a work plan, which then informs what needs to be covered at each committee meeting throughout the year, similar to the board's work plan and meeting calendar integration. Every committee should ask itself the question, "What are our vision and goals as a committee for the coming year?"

Governance support staff can be important partners in facilitating committee charter review, assessment, and developing work plans that help further the strategic goals and responsibilities of the full board. This work, in turn, helps the full board reach its fullest potential, and thus makes major impacts on every level of the organization.

Resources

[Board Orientation Manual, Sixth Edition](#)

[Elements of Governance®: Board Committees, Second Edition](#)

[Board Committees E-Learning Course](#)

[Worksheet: Committee Meetings](#)

