

Governance Notes

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Virtual Board Retreats: A Case for Heightened Board Engagement

As part of a newly-formed system governance integration process, Nuvance held its first in-person, all-boards meeting in October 2019 (consisting of the system board and six hospital boards).

One year later, in October 2020, it was time to convene once again. The system had been together for 18 months at that point, with board members who were more seasoned and had a better understanding of the enterprise-wide challenges of the system. In the COVID-19 environment, system leadership wanted to find a way to create a meaningful virtual experience that could engage all 120 board members plus senior management, and somehow create the feeling of an in-person meeting with robust dialogue to move system strategies and key governance decisions forward.

The Governance Institute recently spoke with Carolyn L. McKenna, Chief Legal Officer, Jean Ahn, Chief Strategy Officer, and Susan Townsend, Organization and Leadership

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→ Organization Profile: Nuvance Health

Nuvance Health was formed in April 2019 as a result of a member substitution with Health Quest Systems, Inc. and Western Connecticut Health Network, Inc., aiming to bring more healthcare programs and services to the communities served, optimizing health, preventing disease, and managing chronic conditions. Its seven member hospitals employ approximately 2,600 physicians and 12,000 professional staff, serving an area of 1.5 million residents across New York State's Mid-Hudson Valley region and western Connecticut. Its reason for being is to pursue the impossible in order to improve the lives of every person in the communities it serves.

Development Senior Consultant at Nuvance Health, to learn about the process they developed to create a successful virtual all-boards retreat using Zoom, and their lessons learned.

The first step was to outline the objectives for an impactful retreat. In collaboration with Nuvance Health President and CEO Dr. John Murphy, Ahn identified the following desired objectives for the day-long retreat:

- Advance board members' knowledge of their roles as well as governance best practices.
- Provide board members with information on topics of interest—including the role board members can play.
- Present the system's new multi-year strategic plan, Nuvance Health 2025.
- Provide each regional hospital's FY 2021 cascade of the system plan.

→ Key Takeaways

Governance support staff can play a critical role in helping boards hold meaningful virtual meetings and retreats that can engage board members as much as or, in some cases, more than in person events. Highlights from the Nuvance Health experience include:

- Make sure the reason for the meeting is clear up front, as well as the goals and post-meeting actions that should come out of the event. Use this information to help aid the planning process.
- Treat the retreat like an in-person conference from the beginning development stages: research education topics that will resonate with board members, give them the opportunity in advance to select which sessions they would like to attend, and draft a "phenomenal" agenda for the event.
- Provide interactive sessions that feel intimate but also encourage discussion and engagement. Make sure the agenda provides enough time for generative discussions and decisions.
- For systems with multiple boards that don't usually have opportunities to mingle, assign board members from different hospitals to breakout rooms so that they can get to know each other better.
- Ask attendees to evaluate the event and use the lessons learned to make the next one even better.

While the retreat objectives were confirmed mid-summer, significant planning of details followed during the subsequent months to ensure a successful first-ever full-day board governance retreat held entirely via Zoom.

“We give John Murphy, our CEO, a lot of credit [for the retreat’s success],” said Ahn. “He emphasized the need to go back to last year’s board retreat follow-up survey to find out what information and education our board members requested.” The survey results included a wide range of topics including patient experience, credentialing, high reliability organizations, technology and digital strategy, social determinants of health, employee engagement, and philanthropy. Murphy wanted the meeting to include breakout sessions so that it could feel like a conference experience. That idea was the beginning of the group’s inspiration to plan this retreat the way they would plan a conference. “We essentially created a conference brochure and developed a conference-style agenda,” said Ahn.

The team planned several different breakout sessions based on the topic preferences expressed from the prior retreat survey, and included this information in the conference brochure. Every board member was asked to pick their top five selections in advance, with the understanding that they would be assigned to three. “Then, we wanted to have a national speaker on governance do a keynote-style presentation to start the meeting. The system board was ready for that—it was more mature than just a year ago and ready for a more advanced message.” The focus of the keynote presentation was on the hospital board’s role in a system, including defining the different roles for the system board vs. the hospital boards, board member criteria, and what hospital boards should and should not be doing. The hospital board members came away with a very clear understanding of what their role is now versus what it was prior to the creation of the system.

After the keynote presentation, board members were quickly moved into the breakout sessions in Zoom. 120 attendees had to be manually moved to eight separate breakout rooms based on their preferences expressed in advance (one limitation of the Zoom platform). Each breakout session was repeated three times so that board members could attend multiple sessions. This aspect of the meeting required significant background support, but the attendees had a very easy, streamlined experience. Townsend led this effort, keeping an Excel sheet with board member names in alphabetical order to track where each member needed to go. Each breakout room took some time to set up, so Townsend used the time during the keynote presentation and then during the short breaks in between to set up the breakout room assignments.

Breakout Session Options

Option	Topic
A	Medical Staff Credentialing: Overview and Oversight
B	The Importance of Social Determinants of Health (SDoH)
C	No Margin, No Mission: The Significance of Philanthropy in 2020
D	The Key to Growth: Patient Experience
E	The Ultimate Prerequisite for a High Reliability Organization: Patient Safety & Quality
F	What Stew Leonard's Knows: The Increasing Relevance of Narrow Networks, Direct-to-Employer Relationships, and Value-Based Care
G	Shopping by Billboard, Said No Modern Consumer Ever: Technology & Digital Strategy enroute to Nuance Health 2025
H	Mission Possible: Driving Improved Employee Engagement in a VUCA (Volatile, Uncertain, Complex, Ambiguous) Environment

Nuance Health

To make the 30-minute breakout sessions interactive and encourage robust dialogue, the speakers presented for 15–20 minutes to allow at least 10–15 minutes for discussion and questions.

There were many unexpected benefits of having a virtual retreat. “For example, some of our board members’ feedback was that at an in-person event, you would stop and chit-chat and miss the start of the next session, but for this event attendees were funneled from one session to the next, so it was very efficient and seamless from the participants’ perspective,” said Townsend.

Board members were very engaged in the sessions. They made full use of the chat feature in Zoom, so they didn’t have to interrupt the speaker while still being able to submit questions or comments real time. “This seemed like a very good way to capture their thoughts and reactions,” said McKenna. Each session maintained a

→ Lessons Learned

- Strongly encourage all attendees to register for breakout sessions in advance of the meeting, in order to reduce the day-of registration and load-balancing challenges.
- Once people are assigned to a breakout room, Townsend advised that they should not be allowed to move to a different room, which adds unnecessary complications. The messaging needs to be clear to board members ahead of time so they understand that their breakout room cannot be changed the day of the event.
- This allows the event planning team to ensure that each breakout session has a balanced number of people.
- When possible, move the speakers to different breakout rooms rather than moving the participants around (see afternoon Cascading 2021 Regional Hospital Update sessions on the agenda below as a good example).
- Have someone who is very experienced with using Zoom handle the back-end support.
- Feedback results from the virtual retreat revealed that many board members wanted to attend all eight breakout sessions, indicating they liked the variety of topics.
- 30 minutes for the breakout sessions was not enough for most; attendees wanted to dig in even deeper.

small-group feel (with roughly 10–15 people each) so that participants didn't feel intimidated about bringing up questions and talking about potentially difficult issues. For this reason, the breakout sessions were not recorded, so that everyone involved could feel they could speak candidly.

“What I noticed during this meeting, even with 120 people, was that it felt intimate. There was a sense of camaraderie, everyone was intent and listening, and they rarely went off camera,” said Townsend. “Keeping their attention for that long was pretty impressive, but it showed that the planning team had built a phenomenal agenda.” The amount of information presented would not have been possible in an in-person retreat. The technology made things more efficient, and it was easy for the users, so even those who were not familiar with Zoom were very comfortable.

Another unexpected benefit was the mixing of board members from across the system. “In a traditional conference setting, board members usually sat with their own

boards. People didn't mix because it's harder to facilitate that," said McKenna. "When you're on a screen with your name posted, it just becomes one unified community. People had the first opportunity to really meet others across the system in a way that wouldn't have happened previously." (When assigning participants to the breakout sessions, they actively worked to place different hospital board members in each of the sessions so they could meet new people.) Board members liked and valued hearing about challenges and areas of focus from the other hospitals.

One-Day Virtual Retreat Agenda

Start	End	Topic
8:00 AM	8:15 AM	Welcome, Introductions, & Objectives for the Day
8:15 AM	10:15 AM	Governance Best Practices
10:15 AM	10:30 AM	Break
10:30 AM	11:00 AM	Select Breakout Session #1
11:05 AM	11:35 AM	Select Breakout Session #2
11:40 AM	12:10 PM	Select Breakout Session #3
12:15 PM	1:15 PM	Lunch Break
1:15 PM	1:45 PM	Nuvance Health 2025 Strategic Plan
1:45 PM	3:30 PM	Cascading 2021 Regional Hospital Updates (split full group in half into 2 Breakout Rooms—A and B)
Session 1 1:45	2:35	<ul style="list-style-type: none"> ➤ Group A: Danbury/New Milford Hospitals (20 minutes) ➤ Group A: Norwalk Hospital (15 minutes) ➤ Group A: Northern Dutchess Hospital (15 minutes)
Session 2 2:40	3:30	<ul style="list-style-type: none"> ➤ Group B: Putnam/Sharon Hospitals (30 minutes) ➤ Group B: Vassar Brothers Medical Center (15 minutes)
3:30 PM		Closing Comments & Adjournment

Nuvance Health

"I applaud all those who presented and worked in the background. I walked away excitedly looking for more rather than saying it was enough."

—*Nuvance Health Board Member*

Cross-system communication can be difficult for all health systems with multiple boards, as most lack a unified forum to provide standardized oversight and regularly discuss underlying tenets of governance with each board. For everyone involved, this virtual board retreat became an effective forum to facilitate better cross-system communication and begin a conversation around standardizing board oversight processes.

"As a presenter, it was fun, everyone was interested, each discussion was different, and everyone was very engaged each time. There was electricity and energy that flowed through the whole day." —*Carolyn McKenna*

Retreat Aided Boards in Understanding Role within the System

"Prior to our transaction, the hospital boards had more to do, more oversight," explained McKenna. "There has been an evolution of systemness over the years, and they have retained interest in what the system is doing. It was clear that we were going in a direction with a very defined role for hospital versus system board members." Now the hospital boards are focusing on patient experience, quality/safety, credentialing, community health, and regulatory compliance. They retain fiduciary responsibility for those areas. The difficult piece for some hospital board members to understand is that they are letting go of finance, budgeting, and strategy, which many of them are most familiar with in their professional lives.

McKenna attributed at least some of the passion and energy in the event to the excitement about the system—how it's coming together and the integration and forward progress seen and felt by the board members. "For the first time, a lot of the board members were able to see the senior management present," said McKenna. Conversely, it was an important opportunity for system management to get to

know the board members better. “There was a common sense that we are all in this together, because it had to be virtual. We were comrades in arms.” Ahn articulated the thoughtfulness and depth of leadership demonstrated by the board members through their participation in this event.

Looking Forward: Transformative Experience Changes Decisions

For the next all-boards retreat, system leaders are aiming to be able to conduct the event in person. But they want to ensure that they can hold onto the energy, engagement, and in particular the mixing and mingling of boards, potentially by assigning seating. Providing the opportunity for advance input on what topics will be covered is something that will stick, regardless of whether future meetings are virtual or in person. Further, they want to coach speakers in better ways to reach the person in the back of the room—on Zoom, everyone is on equal balance with each other so in a sense it’s harder to “hide” and avoid contributing to the discussion. And the biggest lesson learned was flexibility—the boards know that they can engage and inspire each other when they gather, regardless of venue, because they recognize the higher purpose of their role.

The Governance Institute thanks Carolyn L. McKenna, Chief Legal Officer, Jean Ahn, Chief Strategy Officer, and Susan Townsend, Organization and Leadership Development Senior Consultant, for sharing their experience with members. The Governance Institute can help you plan and facilitate your virtual board retreat. For more information, contact your Customer Success Manager or email memberservices@governanceinstitute.com.



Board Member Background Checks: An Emerging Best Practice for Consideration

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

In the world of non-profit healthcare governance, it might feel strange, intrusive, or unnecessary to conduct background checks on potential new board members—especially if your directors, like most, are volunteers. However, as the complexity of the industry continues to increase, the importance of a high-performing board increases in parallel, as well as the increasing regulatory scrutiny that comes with this environment, we are finding that more boards across the country are adopting this practice. Further, our advisors and other thought leaders in non-profit governance recommend that more boards consider doing this.

Determining whether to pursue background checks on board members should take into consideration:

- The organization's culture
- The organization's risk tolerance
- The role of the board member

Governance Institute advisor Todd Sagin, M.D., J.D., President and National Medical Director of Sagin Healthcare Consulting, said recently that background checks are “a very reasonable risk management tactic to apply to boards. Board members are usually the highest profile figures for a hospital after the CEO. The risk to a hospital's reputation is a serious concern today and a scandal at the board level is never good press. The board is often approving millions of dollars in expenditures and providing oversight of billions of dollars of revenue, so why wouldn't you want a background check on a board member who is weighing in on the disposition of such funds?”

Dr. Sagin emphasized that hospitals and health systems have deep experience doing background checks on other employees and members of the medical staff, so extending this practice to prospective board members should not result in a significant additional resource burden. (Some executive search firms provide this service at a range of \$2,000–\$5,000 per person; some organizations might choose this approach to ensure confidentiality.)

As such, we consider it to be an important way to ensure the organization's integrity and reputation. At a minimum, a general public records search should be conducted on all prospective board members (if this is a new practice for your board, consider conducting checks on current board members at the time of reappointment). If your board determines that it should go further, the following steps are recommended:

1. Conduct a Google search, looking for things such as credit record, driving record, court documents, and military service record.
2. Verify prior employment, education, and references.
3. Check the [National Practitioner Databank](#) to assure they haven't been involved in healthcare fraud or been banned from doing business with Medicare or federal payment programs. (Hospitals are already familiar with this kind of check because the medical staff office must do this on all physicians on staff.)
4. A criminal background check might be considered optional (e.g., national sex offender registry); the rationale would be to protect the reputation of the institution.

Communication about your background check practice or policy to prospective board members is important too. Keep it high-level and impersonal: "Serving on our board requires a significant degree of trust. We do this for all of our prospective board members, employees, and members of the medical staff, regardless of how well we know them or who referred them to us, in order to preserve our organization's integrity and reputation."

Below is a sample policy.

Sample Policy: Healthcare Board Member Background Checks

In response to the government's stepped-up enforcement actions, the board developed a new policy requiring background checks for new and re-appointed board members. Background checks have been a common practice for employees within the healthcare industry for several years, but have not been formally required for board members at our organization until now.

There are three primary drivers for the board to take this action on background checks.

- Ensure an effective and sufficient vetting process for all individuals under consideration for a position of service for our organization that requires a high degree of trust.

- Avoid potential harmful situations such as Medicare delaying payment to one of our hospitals because it mistakenly thought one of our board members was on the Office of Inspector General (OIG) excluded provider list.
- Protect our organization's reputation and credibility.

Timing – Effective INSERT DATE, successful background checks will be required of all board members. For existing board members, background checks will be required only for re-appointment.

Process – We use a third-party vendor to run background checks to assure confidentiality. The major steps are as follows:

1. Candidate is notified that background checks are part of the nomination and appointment process.
2. Authorization by candidate is secured by our organization's executive assistant.
3. Candidate submits information online and background is processed by the vendor.
4. Our organization's HR department receives notification of whether the candidate met standards or not. Meeting standards is defined as: The candidate's background check results do not trigger any of the defined adjudication criteria (available upon request), allowing the appointment or re-appointment process to continue.
 - a. If the candidate **meets standards**, the board chair and CEO will be notified by the executive assistant.
 - b. If the candidate's background check **raises questions and doesn't meet standards**, the CEO and board chair will be notified by the general counsel and will determine whether or not the questions are sufficient to prevent serving on the applicable board. This may include requesting more information from the candidate.

Contents of Background Check – We purchase a background check package that includes the following:

- Criminal Felony & Misdemeanor
- Education Report
- Employment Report
- Healthcare Sanctions – All (including OIG/GSA)
- National Sex Offender Registry
- Professional Licenses Report
- SSN Trace

- SSN Validation
- Widescreen Plus National Criminal Search

The Governance Institute thanks advisors Todd Sagin, M.D., J.D., President and National Medical Director, Sagin Healthcare Consulting, and Guy Masters, M.P.A., Principal, Premier, Inc. for contributing their expertise for this article. We also thank Governance Institute author Steven T. Valentine, President, Valentine Health Advisers, and Governance Support Editorial Board member Pam Arledge, Senior Manager, Community Governance Services, Providence St. Joseph Health, for their contributions.

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