

# Elements of Governance®

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

A SERIES BY THE GOVERNANCE INSTITUTE

## The Role of the Board Chairperson Fourth Edition



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# Elements of Governance®

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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.

## Acknowledgements

The third edition was reviewed and updated by **Guy M. Masters, M.P.A.**, President of Masters Healthcare Consulting, LLC, a national strategic healthcare advisory firm. With more than 30 years of healthcare experience, Mr. Masters focuses on strategic, business, and service line planning; transaction advisory; mergers; board/governance issues; and competitive positioning strategies for hospitals/health systems, physicians, and payers. He is an experienced facilitator of board retreats as well as conducting strategic planning processes and forming clinically integrated networks. He also executes physician-hospital alignment strategies and implements growth and operational efficiency strategies. He has written more than 80 articles on healthcare trends, strategic and business planning, financial forecasting, managed care strategy, and physician-hospital integration.

**Steven T. Valentine**, Partner, Guidehouse, also contributed his expertise to the third edition.

We updated this fourth edition with new information from recent Governance Institute publications (see Resource List and References), while preserving the timeless best practices from prior editions.

## The Governance Institute

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The Governance Institute is a membership organization serving not-for-profit hospital and health system boards of directors, executives, and physician leadership. Membership services are provided through research and publications, conferences, and advisory services. In addition to its membership services, The Governance Institute conducts research studies, tracks healthcare industry trends, and showcases governance practices of leading healthcare boards across the country.



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# Introduction

## Purpose and Overview

Intentional Governance is a framework developed by The Governance Institute to support the way boards think about their responsibilities and go about fulfilling them. This framework involves deliberate and intentional processes to address board structure, dynamics, and culture, to enable the board to realize its highest potential. In a nutshell, the board can't run a "tight ship" unless its own functioning is also at its peak. Research continues to show that healthcare organizations perform better when they have high-performing governing boards. As the job of the board continues to increase in complexity, having a strong board leader to direct the board in its undertakings becomes ever more important. Focusing on the role of the board chairperson and taking steps to ensure this person's effectiveness as a board leader is, therefore, an important aspect of Intentional Governance.

The purpose of this publication is to serve as a high-level overview of how a director's role changes when he or she becomes a board leader. For some this is a smooth transition; for others it may be more difficult than originally thought. Some find it awkward at first to be elevated to a position of authority and leadership over one's peers. This *Elements of Governance*<sup>®</sup> will provide context, a backdrop, and a framework for making the chair experience satisfying and acceptable for those new to the position, as well as for those who have had longer tenure in this leadership position in their organization.

## Why Have a Board Chairperson?

This is not a token position. The chairperson of the board of directors of a hospital or health system has a distinct role and discrete responsibilities. As the "first among equals," the board chair takes on tasks to streamline the functioning of the board and to enhance board effectiveness—tasks that ultimately reduce the burden on the board as a whole.

But the board chair does much more. He or she has an array of responsibilities, all of which carry significant weight and consume a lot of time. At the end of his or her term, the chairperson may well be ready to relinquish the seat in order to get back to a normal life!

In a single phrase, the role of the board chairperson is to be the *keeper of governance integrity*. Governance integrity resides with the board, as does governance authority. The board's role must be defined first; the chair's role flows from that of the board. It is the chairperson, nevertheless, who leads the process that results in a high-performing board.

This *Elements of Governance*<sup>®</sup> includes information on the roles and responsibilities of the board chairperson, how to be an effective chair, and tips for leading effective board meetings. A list of resources for more information is included at the end, along with references to those resources within this publication. Finally, the appendices include a sample job description for the board chair and a sample board chair performance evaluation.



# Chairperson Responsibilities

The following are 10 key responsibilities of the board chairperson.

## 1. Leadership

- Keeps the mission of the organization at the forefront and articulates it as the basis for all board action
- Proposes board goals and objectives and translates them into annual work plans
- Builds cohesion among the leadership team of the board chair, CEO, and medical staff leader

## 2. Role Clarification

- Understands, communicates, and enforces the roles and functions of the board, committees, medical staff, and management
- Understands, communicates, and enforces individual board member, board leader, and committee chair responsibilities and accountability

## 3. Liaison

- Acts as a liaison between the board, management, and medical staff
- Acts as a liaison between and among other boards in the healthcare organization
- Represents the organization at official functions and is the board's spokesperson to the media

## 4. Meetings

- Plans agendas and meetings for the general board and executive committee(s)
- Presides over the meetings of the board and the executive committee
- Presides over or attends other board, medical staff, and other organization meetings

## 5. Board Conduct

- Enforces board and hospital bylaws, rules, and regulations (such as conflict-of-interest and confidentiality policies)
- Sets a high standard for board conduct by modeling rules of conduct in board bylaws and policies

## 6. Committees

- Appoints board committee chairs and members in a consistent and systematic approach
- Works with chairs of committees to encourage effective disposition of responsibilities
- Directs the committees of the board, ensuring that the committee work plans flow from and support the hospital and board goals, objectives, and work plans

## 7. Education

- Ensures new board members receive comprehensive orientation
- Mentors the chair-elect
- Supports and arranges continuing education for the board

## 8. CEO Evaluation

- Leads the CEO compensation review and performance evaluation process

## 9. Self-Evaluation

- Ensures effective board self-evaluation (and if applicable, individual board member evaluation)
- Consults with the appropriate committee and the CEO on improving board performance
- Seeks feedback on personal performance as chair

## 10. Succession Planning

- Plans for board leadership succession

This nearly overwhelming list of responsibilities represents the measures against which a board chairperson will be evaluated—both personally and by his or her peers. But most chairs come to their position with a full array of personal characteristics that lend themselves to successful assumption of the role. These include:

- The ability to manage group processes
- Strategic thinking and focus
- Vision
- Ability to engage individuals in a process
- Ability to assess the organization's position with a degree of detachment
- Meeting facilitation skills
- Ability to assume the mantle of leadership comfortably
- Objective approach to issues
- Dedication to ethical behavior
- Personal integrity
- Passion for the organization's mission
- Effective communication skills
- Dedication to the tasks at hand
- Respect for fellow board members, management, staff, and constituents

### Board Chair as the "First Among Equals"

...**Streamlines** the functioning of the board, because board efficiency requires planning and organization, a key responsibility of the board chair.

... **Enhances** board effectiveness, because to get where you want to be, you need someone to keep you organized as a team.

...**Reduces** the burden, because the chair takes the responsibility for momentum, and thus relieves board members from routine tasks that assure progress (day-to-day communication with the CEO, meeting agendas, distribution of materials to board members, etc.).

# The Effective Chairperson

**T**o be effective, the chairperson must hold the trust and respect of his or her colleagues. This means being fair, open minded, and receptive to others' views.

Judicious, thoughtful leadership also contributes to effectiveness. The board chair should focus on his or her leadership in the areas of:

- Board definition—helping the board understand its job
- Board direction—guiding the board
- Board discipline—helping the board to focus on priorities
- Board evaluation—board performance as a priority

Being effective also requires a little background and homework. The chair should not only know the other board members and executive management, but also should have specific knowledge about:

- Key dynamics of and current trends in the healthcare industry
- The organization's structure, culture, and constituents
- What the community expects from the organization
- The competition
- The most pressing issues

True understanding of the chair's role also contributes to his or her effectiveness. While it is important that the chairperson approach the position with confidence and appreciation of the value he or she contributes, it is equally important to be aware of where his or her role ends, and that of the CEO begins. The chair is not the CEO, but rather the leader in establishing and maintaining a productive, effective relationship with the CEO. The chair also should build compatibility among board members and management, and build a working culture for effective decision making.

## An effective board chair needs the skills to play a variety of roles:

- **Role model:** displaying integrity, trustworthiness, participation, and commitment to the mission
- **Change agent:** engaging the board in visionary thinking and establishing a culture of free exchange and creativity
- **Facilitator:** keeping meetings moving and ensuring that committees and management fulfill their assignments and keep the board up to date
- **Confidant and sounding board for the CEO:** providing a safe zone for frank discussion, with nothing perceived as "taboo" or off limits
- **Diplomat:** connecting with and being sensitive to the needs and opinions of key stakeholders

*From Barry Bader and Edward Kazemek, "Building the Board Chairperson-CEO Relationship," BoardRoom Press, Vol. 17, No. 2, April 2006, The Governance Institute.*



## The Chair and the CEO

There is much to be said for placing emphasis on the chair–CEO relationship. Some see this relationship as a partnership—a two-person team comprised of the organization’s top two leaders. The chairperson may find the following suggestions helpful in promoting a good working relationship with his or her CEO:

- Acknowledge that you and the CEO are on the same side.
- Keep public interactions courteous—never criticize your CEO in front of staff or board members.
- No surprises—don’t catch your CEO “off guard.” You’ll run the risk of putting him or her “on guard.”
- Communicate frequently. Return phone calls and e-mails promptly. If you will be unavailable for a period of time, let the CEO know in advance.
- Don’t deal with staff/constituent complaints without bringing the CEO into the loop.
- Involve the CEO in the preparation of the board meeting agenda. Set a regular time for the two of you to review it and agree on how items will be handled.
- Know and appreciate the difference between strategy and tactics.
- Work with your CEO to use a consent agenda for board meetings—to save meeting time and avoid redundancies.
- Insist on frequent and friendly communication between your respective assistants.

The complexities of leading and governing healthcare organizations have increased tenfold in the past decade. The CEO and the board are facing an increasing number of high priority agenda items, encompassed in a pressure-packed environment. The most effective and productive board chair–CEO relationships are evolving into a true partnership of equals. In a successful partnership, both individuals clearly understand their respective roles and responsibilities. The partners maintain deep respect for each other. The strengths and skillsets of the partners are complementary. And of course, the foundation for a relationship of true partners is open and direct communication.

When a board chair and CEO are operating at the partnership level, the board—and ultimately, the organization—are the beneficiaries. Ideally, the collaboration between the executive leader and the governance leader will create the highest level of organizational effectiveness. Given the challenging healthcare environment, achieving a true board chair–CEO partnership is a competitive differentiator.

*From Kimberly A. Russel, FACHE, The Board Chair–CEO Partnership, A Governance Institute Strategy Toolbook, January 2022.*

## The Chair and Board Members

An effective chair establishes and maintains the culture of the board by the priorities he/she demonstrates in every facet of board activity. This is especially true in the onboarding, orientation, and mentoring process of new directors. It also applies to ongoing education for all directors. Expectations for new directors should be thoroughly defined by the full board and reinforced by the chair, other board members, and governance support staff. Considerations include the following:

- Effective chairs pay close attention to how onboarding and orientation takes place, and the substantive nature of the information shared. These processes should be formalized and standardized. Effective orientation and onboarding takes time, and is a process rather than an event.
- New directors can benefit tremendously if they are assigned to a formal mentor to guide them through the formal processes as well as the unwritten order of board activities. Careful consideration should be given to the mentor assigned, and both should be held accountable for implementing the program and relationship effectively.
- The rate and breadth of change in today's healthcare environment requires specific attention to an overall board education plan and activities.
- As boards move to more competency- and diversity-based membership qualifications, guidance and consideration must be given by the chair to recruitment and board member selection criteria and processes.

Since new directors come to the board with varying degrees of healthcare industry and organizational understanding and experience, the orientation, onboarding, and education processes will help new members get up to speed quickly and become effective contributors as soon as possible. The board chair is the leader of this effort, with help from the governance development committee.

Beyond orientation and ongoing education programs, it is recommended that the board chair continually reinforce, during meetings, the fiduciary duties of care, loyalty, and obedience and core responsibilities (quality oversight, financial oversight, strategic direction, board development, management oversight, and community benefit/advocacy); and monitor performance in these areas individually and collectively. A board assessment performed annually will measure compliance and provide feedback on areas that need to be addressed and improved through education, instruction, or other means.

A board chair should be aware of and properly address "personal agendas" that some directors may have and exhibit in performing their duties. Some directors may come to the board from particular groups that expect the directors to be "champions" and representatives of their interests on the board. Proper board member perspective should always be rooted in stewardship of the fiduciary duties and core responsibilities, to ensure that the organization's mission is being fulfilled, rather than representing or protecting special interests. (For more information on the topics mentioned in this section, please refer to the resource list at the end of this publication.)

## **The Chair and Board Support Resources**

Effective board chairs are likely to have good working relationships with the CEO and governance support staff. The governance support function is essential to ensure that the processes of governance are organized, planned, standardized, and systematized. Some chairs have dedicated support staff. Whatever the level of support, the relationship between the board chairperson and support staff must be open, direct, accessible, and confidential in every respect. The board chairperson's personal effectiveness, reputation, and integrity depend on it.

There are several recommended board practices for which board support staff can provide essential help to the board chairperson to enable the board to perform at its peak. These include (many of which fall under the duty of care):

- Providing new board members with education on their fiduciary duties and helping with an ongoing education program for all board members
- Reviewing policies that specify the board's major oversight responsibilities at least every two years
- Ensuring that board members receive important background materials within sufficient time to prepare for meetings
- Reviewing the board's committee structure periodically to ensure that committees are sufficient and effective in both the work they complete and their reporting of information to the board
- Engaging in a formal self-assessment process at least every two years and creating a development plan based on the results

# The Chairperson's Role in Making Meetings More Effective

**T**he most essential element of an effective board meeting doesn't occur during the actual meeting. It happens well before the opening gavel is struck. It is the preparation that occurs for the meeting that directly determines its success, productivity, and effectiveness.

A careful crafting and review of the agenda and its component parts is the first step. Second is to ensure that every scheduled presenter and presentation is laser-focused on its intended purpose and the associated action as a result.

During board meetings, the importance of debate must be balanced with the need to move the meeting forward to make decisions. Ending the debate and then driving the board to a decision—without discouraging board members from sharing their views in future meetings—is the “hallmark of a good chairman.”<sup>1</sup>

Leading *effective* meetings is one of the primary responsibilities of the chair. He or she should be familiar with the board's procedural rules and enforce them fairly. Governance experts suggest a variety of ways a chairperson can encourage effective meetings:

1. Set the board meeting agenda, and stick to it.
2. Set an aggressive attendance target—beyond quorum or minimum (in accordance with the board's meeting attendance policy).
3. Establish meeting ground rules that may not be covered under board procedural rules. These may include turning off cell phones, timekeeping, and personal behaviors that can obstruct active discussion.
4. Settle for nothing less than a disciplined flow of ideas. The chair should not allow presentations to go forward if preparation is not adequate, should not allow people to repeat ideas over and over (beat a dead horse), and should keep everyone focused.
5. Use a consent agenda to avoid redundancy and to keep the meeting moving.
6. Insist on timely distribution of board packets (strive for one week before the scheduled meeting).
7. Insist on board member preparation.
8. Communicate frequently with individual board members prior to meetings, get their input, bring them up to date, and do an agenda “reality check.”
9. Observe during the meeting. Note how many directors ask questions. Keep track of the percentage of strategic concepts that originate with the board. If expectations are not met in this regard, adjust the leadership strategy for upcoming meetings.
10. Be able to tap into the unique strengths of each board member.

1 Kilpatrick Stockton, LLP, *Role of the Chairman of the Board*, 2001.

The chair should not underrate the importance of board meetings. In some cases, meetings represent the overall power the chair wields in his or her position. For example, the ability to call special meetings is an important power when the board is divided over a particular issue or over the general direction of the organization. Another example involves the ability to set the agenda for board meetings. The agenda reflects the direction of the meeting, and by adding or omitting items the chair exercises a great deal of power over the meeting and, by extension, over the organization.

### **Engaging Board Members in Virtual and Hybrid Meetings**

Today's board meeting environment looks very different than even just a few years ago. Many boards are meeting virtually or in a hybrid manner (some in person, some virtually), and will continue to do so as the "new normal" for years to come. This can make engaging every board member in generative discussions a bit more challenging. Here are some summarized tips for ensuring that these meetings are as engaging as possible:

- Engage the board in developing norms and expectations for virtual/hybrid meetings.
- Reevaluate and redesign the agenda as necessary.
- Be realistic in understanding that you may require more time to review or discuss an issue.
- The board chair needs to play an even greater-than-usual role in soliciting input/feedback and actively encouraging dialogue, while simultaneously moving the meeting along.
- Simplify presentations.
- Make sure that you actively monitor body/facial language of remote participants so that if someone is trying to participate you can enable them to do so.
- Devote five minutes at the end of the meeting to conduct a process check (what went well and what should be done differently the next time).

*To dig deeper into this issue, see Marian Jennings, "Practical Tips for Better Hybrid Board Meetings," Governance Notes, The Governance Institute, September 2021.*

# Conclusion: A View to the Future

**B**eing the chairperson of a hospital or health system board evokes two distinct but related images: one of prestige and power, the other of nearly overwhelming responsibility and accountability.

Both are accurate representations of the chair, and both influence his or her stamina and perseverance in carrying out the job. Some governance experts say the minimal term for a chair is two years; some recommend a three-year term. Terms longer than three years may be hard on the chair—he or she may lose interest and be only nominally involved in the fulfillment of responsibilities after a time, or may not be able to maintain the personal commitment over such an extended period of time. Long terms also may be a disadvantage for the organization—it may discourage new ideas and concepts. Whatever an organization decides, care should be taken to provide the board chair with sufficient staff support and communication tools to avoid burnout. In most cases, this is a volunteer position, and thus requires that the organization pay close attention to support issues.

The chairperson plays a key role in establishing the culture of the board, and by extension, the culture of the entire organization. Today's leaders in healthcare shoulder tremendous responsibilities for the performance and success of their hospitals and health systems. Legacy decisions are the norm, rather than the exception—decisions about independence or affiliation; participation in financial risk-sharing and hybrid reimbursement programs; partnerships and alliances across the continuum of services and geographies that are potentially limitless; escalating costs and at-risk revenues. The industry is evolving at an accelerated pace never before seen or experienced, and this requires extreme vigilance and care by leadership at every level.

The individuals who occupy the position of chair must lead with confidence, understanding, acute business acumen, and a full sense of commitment to the mission and purpose of their organization. Legacy decisions require legacy leaders with the ability to look toward the future with purpose and optimism that their communities and patients will be served in the best way possible for generations to come.



# Resource List and References

## Resources

The following Governance Institute resources apply to many of the subjects introduced in this publication and are available to members at [www.GovernanceInstitute.com](http://www.GovernanceInstitute.com):

- Tracy Warner, "[Supporting Governance Effectiveness with Board Self-Assessments](#)," Hospital Focus, August 2022
- "[The Board Chair–CEO Partnership](#)" (Conference Video, April 2022)
- "[The Board's Role in Addressing Social Determinants of Health: An Interactive Education Session for Board Chairs](#)" (Webinar, April 2022)
- Kimberly A. Russel, FACHE, [The Board Chair–CEO Partnership: An Essential Element of Successful Healthcare Organizations](#) (Strategy Toolbook, January 2022)
- Pamela R. Knecht, "[Becoming an Excellent Subsidiary Board Chair](#)," Subsidiary Focus, October 2020
- [Board Orientation Manual](#), Sixth Edition (2020)
- Elements of Governance®: [Board Mentoring](#), 3rd Edition (2016)
- Elements of Governance®: [Building a Board Education Program](#) (2016)

If you would like more information about The Governance Institute's Board Compass self-assessment tools for boards, committees, and individual directors, please contact us at (877) 712-8778.

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# Appendix 1:

## Sample Job Description: Board Chairperson

In a single phrase, the role of the board chairperson is to be the *keeper of governance integrity*. Governance integrity resides with the board, as does governance authority. The board's role must be defined first; the chair's role flows from that of the board. It is the chairperson, nevertheless, who leads the process that results in high-performance governance.

### Responsibilities

#### Leadership

- Keep the mission of the organization at the forefront and articulate it as the basis for all board action.
- Propose board goals and objectives that help to fulfill the mission and translate them into annual work plans.

#### Role Clarification

- Understand and communicate the roles and functions of the board, committees, medical staff, and management.
- Understand and communicate individual board member, board leader, and committee chair responsibilities and accountability.

#### Liaison

- Build cohesion among the leadership team of the board chair, CEO, and medical staff leaders.
- Act as a liaison between and among other boards in the healthcare organization.
- Represent the organization at official functions and be the board's spokesperson to the media.

#### Meetings

- Plan agendas and meetings for board and executive committee(s) (if an executive committee exists).
- Preside over the meetings of the board and the executive committee.
- Preside over or attend other board, medical staff, and other organization meetings.
- Facilitate discussions and decision making, ensuring all viewpoints are considered and clear decisions are reached.

#### Board Conduct

- Enforce board and hospital bylaws, rules, and regulations (such as conflict-of-interest and confidentiality policies).
- Set a high standard for board conduct by modeling rules of conduct in board bylaws and policies.

## **Committees**

- Appoint board committee chairs and members in a consistent and systematic approach.
- Work with committee chairs to encourage effective disposition of responsibilities.
- Direct the committees of the board, ensuring that the committee work plans flow from and support the organization and board goals, objectives, and work plans.

## **Education**

- Ensure new board members receive comprehensive orientation.
- Mentor the chair-elect, other board leaders, and new board members as appropriate.
- Support and arrange continuing education for the board.

## **CEO Evaluation**

- Lead the CEO compensation review and performance evaluation process.

## **Self-Evaluation and Annual Goal Setting**

- Ensure effective board self-evaluation and annual goal setting.
- Ensure committees conduct self-evaluations and annual goal setting.
- Seek feedback on personal performance as chair.

## **Succession Planning**

- Plan for board leadership succession.

## **Additional Roles**

- Serve as a voting member of the board.
- Serve as an *ex-officio* voting member of all committees.
- Requirements:
  - » Minimum of three years service on the board
  - » Served at least one year as one of the other board officers (vice chair does not automatically succeed to chair)
  - » Chaired the finance committee
  - » Independent, according to the IRS Form 990 definition

Term: two years, and eligible to then serve one additional term, if elected by the board (dependent upon board member term limits and performance evaluation).

# Appendix 2: Sample Board Chair Performance Evaluation

**Note:** *There is no universal template for board chair evaluations. Evaluations need to be tailored to specific organizations, the goals and priorities established by the board and the CEO, and the board chair's job description. Nonetheless, it may be helpful to consider the following sample when developing a format for evaluating the board chair.*

Name of Board Chair: \_\_\_\_\_ Date: \_\_\_\_\_

Indicate your level of satisfaction that the board chair:	Very Satisfied	Satisfied	Not Satisfied	Not Sure	Not enough personal experience or information to rate	N/A
<b>Leadership</b>						
1. Keeps the mission of the organization at the forefront and articulates it as the basis for all board action.	<b>3</b>	<b>2</b>	<b>1</b>			
2. Translates the organization's mission into realistic goals/objectives and incorporate those goals/objectives into an annual work plan.	<b>3</b>	<b>2</b>	<b>1</b>			
<b>Role Clarification</b>						
3. Understands and communicates the roles and functions of the board, committees, medical staff, and management.	<b>3</b>	<b>2</b>	<b>1</b>			
4. Understands and communicates individual board member, board leader, and committee chair responsibilities and accountability.	<b>3</b>	<b>2</b>	<b>1</b>			
<b>Liaison</b>						
5. Builds cohesion among the leadership team of the board chair, CEO, and medical staff leaders.	<b>3</b>	<b>2</b>	<b>1</b>			
6. Acts as a liaison between and among other boards in the healthcare organization.	<b>3</b>	<b>2</b>	<b>1</b>			
7. Represents the organization at official functions and is the board's spokesperson to the media.	<b>3</b>	<b>2</b>	<b>1</b>			
<b>Meetings</b>						
8. Effectively plans agendas and meetings for board and executive committee(s).	<b>3</b>	<b>2</b>	<b>1</b>			
9. Effectively presides over board and executive committee meetings.	<b>3</b>	<b>2</b>	<b>1</b>			
10. Effectively presides over or attends other board, medical staff, and other organization meetings.	<b>3</b>	<b>2</b>	<b>1</b>			
11. Effectively facilitates discussions and decision making, ensuring all viewpoints are considered and clear decisions are reached.	<b>3</b>	<b>2</b>	<b>1</b>			

