

## Education Is Essential: A Deliberate Approach to Board Engagement

By **Jarrett K. Martus**, Chief of Staff to the CEO and Secretary, Board of Directors, *University of Michigan Health-West*

**To navigate the increasingly complex and dynamic landscape of modern healthcare, organizations must have steady, competent, and engaged leadership from their boards of directors.** This

was one of the many lessons of the COVID-19 pandemic: education and planning are essential to effective governance.

At a time when the pace of change seems to be constantly accelerating, governance support professionals face their own challenges to ensure directors are equipped and prepared to address emerging challenges and advance strategic objectives.

The typical board structure and calendar offers four key opportunities to support director education and engagement: onboarding and orientation, committees, general board meetings, and conferences and retreats. This article addresses the unique path to education at each stage, key education topics based on pressing issues facing healthcare organizations today, and how to sustain learning and engagement over the long run.

### Four Opportunities to Educate

Compared to healthcare, few industries require as much literacy and preparedness from their boards of directors. Effective governance—and therefore, high performance—in this highly regulated field means board members must be familiar with technical regulations, financial pressures, market conditions, the recruiting environment, strategic objectives, and more. Because these conditions constantly change, it is imperative to connect with board members frequently and at different points in their service.

This does not happen by accident. The governance officer or board liaison staff, with input from a key board committee—such as the committee responsible for

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nominations and governance policy—should set an agenda to ensure an effective and deliberate approach at four stages:

- **Onboarding and orientation:** Establishing expectations for new board members begins with recruiting but must be reinforced with a solid foundation during onboarding. The challenge is to get new board members up to speed and contributing quickly without overwhelming them. This can be accomplished with a three-channel learning plan:
  1. Provide self-directed learning resources for new board members to explore via web-based modules.
  2. Schedule in-person or online individual meetings with all key executives.
  3. Assign each new member a board mentor to cover unanswered questions, build confidence, and establish relationships.
- **Committee meetings:** The focused nature of committee work provides an opportunity to deepen understanding on key topics. Setting aside the first 10 or 15 minutes of each committee meeting allows discussion and reports from key staff, which can be supported by other resources, such as those from The Governance Institute.
- **General board meetings:** Most full board meetings open with a meal or social hour before getting down to business. This is the ideal time to introduce topics of education. The executive team can lead presentations and encourage informal dialogue without the hindrance of parliamentary rules. These natural conversations can help contribute to productive discussions when the board is formally in session.
- **Conferences and retreats:** The Governance Institute has a wealth of opportunities and resources to support engagement of board members. By stepping back from the day-to-day, directors can deepen their relationships with each other and members of the executive team.

## Examples of Key Education Topics

Working with input from the appropriate committee, governance support staff play a critical role introducing education topics. Each hospital or health system faces its own set of challenges and opportunities requiring the attention of the board. However, some topics are universal and present opportunities for the board liaison officer to make connections to the board calendar:

- **Finances in healthcare:** Your board members likely come from diverse backgrounds, with equally diverse understanding of the business side of healthcare. It is important they understand the challenges of this relatively low-margin industry with heavy capital and labor costs.

- **Health systems and health plans:** The relationship between providers and payers is complicated even to industry veterans. With an increased emphasis on and requirements for cost transparency, this is an important topic for board members.
- **Privileging and credentialing:** The extensive regulation of healthcare means this responsibility often is delegated to physicians on the board of directors. However, it's important for all board members to understand their role in privileging and credentialing.
- **Master facility planning:** This is a key component of every strategic plan, and it is essential for board members to understand the organization's positioning in the market.
- **Quality:** Helping board members understand the complexity of maintaining highly reliable services can help inform their decisions about staffing and investments.
- **Diversity, equity, and inclusion (DE&I):** A successful DE&I journey begins at the top for every organization. In healthcare, DE&I touches virtually every aspect of mission, vision, and values, so board members benefit from adding to their understanding of the topic.
- **Competitive landscape:** With competition no longer just geographically based, board members face more challenges than ever in ensuring the sustainability of their organizations to deliver healthcare to the communities they represent.

The Governance Institute has many resources supporting the education of board members on these topics and others.<sup>1</sup>

## A Culture of Continuous Learning

Doctors don't stop learning upon graduating medical school or completing residency. The medical professionals who make up our healthcare organizations understand that their education never ends. That's how they deliver the best care to their patients.

In the same way, the board members who govern this work must engage in continual learning to keep up with the relentless evolution of the healthcare industry. Board liaison officers can promote this by:

- **Setting expectations:** During orientation, help new board members understand the importance of continual learning and how it contributes to their effectiveness. Board mentors can also help encourage a culture of continual education.

<sup>1</sup> See The Governance Institute's full library of resources at [www.governanceinstitute.com/member\\_resources](http://www.governanceinstitute.com/member_resources).

- **Planning ahead:** Keep an eye on the board calendars for opportunities to dig deeper into topics. Be sure board members are prepared to address particularly complex topics before they land on the agenda. Rely on executives and key staff to explore topics. Remember resources such as The Governance Institute.
- **Listening to the board:** Use simple surveys or polls to gauge knowledge gaps and add topics to the agenda. Observe the dialogue between board and staff and work with key committees to identify topics to address.

### → Recommended Resources

- [Building a Comprehensive Board Orientation Program](#) (Elements of Governance)
- [Board Orientation Manual, Sixth Edition](#)
- [Building a Board Education Program](#) (Elements of Governance)
- [Board Education and Development](#) (Intentional Governance Guide)
- [Lakewood Health System’s Journey towards a Strategic, Engaged Board through Education](#) (Case Study)
- [“Governance Oversight in Challenging Times: Sustaining Healthcare Board Education Remains Imperative”](#) (E-Briefings Article)

## Conclusion

An engaged board is an effective board, and one of the most important ways to ensure engagement is through education. By taking a deliberate approach to education, governance support professionals play a critical role in maximizing the effectiveness of healthcare boards.

*The Governance Institute thanks Jarrett K. Martus, Chief of Staff to the CEO and Secretary, Board of Directors, University of Michigan Health-West, for contributing this article. He can be reached at [jarrett.martus@umhwest.org](mailto:jarrett.martus@umhwest.org).*



# Getting at the Right Questions: Strategic Planning Committee

**A challenge for committee members is knowing when to ask questions and what questions to raise.** Below are questions the strategic planning committee members can discuss to ensure they are effectively exercising their oversight duties.<sup>1</sup>

## **Oversight:**

- Are we efficiently reviewing and making recommendations for the strategic plan on an annual basis to ensure it is always up-to-date and reflects the organization's priorities and long-range vision? How do we ensure the strategic plan reflects and furthers the organization's mission, vision, and values?
- Are we effectively providing advice on corporate policy, strategic issues management, long-range plans, and, in general, the overall strategic direction of the organization and its subsidiaries and/or affiliates?
- What is our process for reviewing proposals and recommending new business ventures and alignment opportunities, including affiliation/collaboration proposals, new technology, and proposals for discontinuing services? Are we receiving the information we need to make knowledgeable recommendations? Are we having generative discussions at committee meetings and asking the right questions to fully understand the "why" of these proposals?
- Are we effectively reviewing present information systems in view of current technology and making recommendations regarding systems to more fully integrate clinical, financial, and managerial functions, and to more fully support strategic business objectives and operational needs?
- Do we adequately engage physicians and other key stakeholders in the strategic planning process?

## **Working with Management to Execute Strategy:**

- How do we sufficiently monitor implementation of the strategic plan and major strategic initiatives? What is our process for this, and could it be improved?

<sup>1</sup> Some boards can conduct strategic planning at the full-board level; we recommend assessing whether a standing committee is needed or if an *ad-hoc* task force could be created instead when the plan needs to be updated, for planning the annual strategy retreat, and/or when a new strategic plan needs to be created.

- How do we hold management accountable for accomplishing the strategic plan? Do all major strategic projects have measurable criteria for success, and is it clear who is responsible for implementation?
- Are we working closely with management to gain awareness of, and properly prepare to respond to, matters of business disruptions?

Governance support professionals can help the strategic planning committee fulfill its oversight responsibilities by posing these questions and ensuring it has a clear charter that addresses these duties. Click the links below for sample strategic planning committee templates:

[Sample Strategic Planning Committee Charter—Freestanding Hospital Board](#)

[Strategic Planning Committee Charter—Health System Board](#)

*For additional samples of committee charters, visit our template library at [www.governanceinstitute.com/templates](http://www.governanceinstitute.com/templates).*



# Meeting Minutes: Lessons from the Field

By **Kayla Wagner**, Senior Editor, *The Governance Institute*

**Carefully crafting meeting minutes is a critical piece of supporting hospital and health system boards.** Meeting minutes provide an accurate and official record of governance proceedings. This record is essential to proving that board members are discharging their fiduciary duties with good faith and being diligent and attentive when making decisions and executing their oversight responsibilities.

While there is no one-size-fits-all approach to minute-taking, this article provides some best practices gathered from governance support professionals at The Governance Institute's member hospitals and health systems. Governance support professionals should work with general counsel to ensure they have a calculated approach to creating minutes. If done properly, meeting minutes can ultimately reduce the potential legal exposure for board members, which is important given the intense regulatory environment that exists in the healthcare industry and the increasing focus on director accountability.

## **Always be prepared:**

- **Read the meeting materials ahead of time.** Boardroom discussions are often detailed and robust, and the pace of conversation can make it challenging to zero in on the right details. Knowing and understanding what will be covered in the meeting makes it much easier to follow along with the discussion and summarize key points.
- **Request presentations in advance.** Receiving these materials beforehand will allow you to know exactly what will be presented to the board and review them to make sure they meet any set guidelines. This will also give you a chance to highlight what is important before the presentation even takes place.
- **Have the tools you need.** Just as you ensure that board members have the right tools for the meeting, also make sure that you have what you need (e.g., extra writing pads and pens for handwritten minutes, a laptop or phone to keep a record of time, a charger for any electronic devices, knowledge of how to

manage a hybrid meeting where some members attend in person and others join virtually,<sup>1</sup> etc.).

- **Have the meeting packet in front of you during meetings** so that you can follow along and see all documents as they are discussed.

**Include fundamental details:**

- **Note the meeting date, time, duration, and location.**
- **List all participants**, separating board members from invited staff, advisors, and guests, and those absent. It is generally helpful to jot down attendance as people arrive, and include whether they are joining the meeting in person or virtually. Other items that are good to indicate are who the voting members are and if anyone leaves early.
- **Include the names and titles of all individuals making specific presentations.**
- **Add the nature of the meeting** (i.e., whether it is a regular or special meeting).
- **State whether a quorum is present**, if it is not clear from the list of attendees.
- **Note any handouts, documents, and other materials that were introduced or relied upon by the board.** There is no need to reiterate information contained in these materials in the minutes.
- **Highlight main items of discussion.** This may be satisfied by attaching a copy of the agenda and noting any deviation from it. There is no need to include *every* topic discussed. For example, you do not necessarily need to record specific comments or questions asked, unless they are a significant part of the discussion.
- **Emphasize confirmation of all action taken**, including adoption of resolutions. Here it is best to include factors that were material to the decision; the consideration of advantages, disadvantages, and alternatives; and whether the action is to be approved by the board or forwarded for more information.
- **Record conflicts, dissents, and abstentions.** Minutes should reflect those directors who refrain from voting or participating in the discussion due to identified conflicts of interest, as it is vitally important to establish the disinterested nature of any board action. In addition, the current liability environment suggests accommodating the interests of individual directors who wish their dissenting vote or abstention be reflected for the record.

1 Marian Jennings, “[Practical Tips for Better Hybrid Board Meetings](#),” Governance Notes, The Governance Institute, September 2021.



“I keep a spreadsheet of decisions made by the board and its committees. This minimizes the need to hunt through old minutes searching for when something was approved.”

— Amelia Gulkis, Network Board Administrator, *The University of Vermont Health Network*

### → A Note for Governance Support Staff at Public Hospitals

If you are supporting a public hospital board, your board most likely must comply with the state’s open meeting laws. Minutes for these boards may have certain requirements. Ensure that you are familiar with and following these guidelines. Public hospital board meetings are also a permanent record, so when writing the minutes, consider whether someone reading them 10 or 20 years from now would clearly understand what the meeting was about.

#### Be clear and concise, sufficiently detailed:

- As mentioned above, **the details of the discussions and conversations should be summarized.** There is no need to transcribe the entire meeting. Whether or not to practice long-form or short-form minutes is up for debate. There is no best practice here, and state corporation codes typically do not address the amount of detail that should be contained in the minutes.<sup>2</sup> But, take time to think through what method will work best for your board and committees and why.
- **Format meeting notes to follow the agenda,** which should have been sent out at least one week before the meeting so board members come prepared.
- **Have a consistent format that is used for the minutes of all boards and committees within an organization.** To ensure this happens, governance support staff can:
  - » Create a meeting minutes template that all governance support professionals throughout the organization utilize.
  - » Distribute a style guide with minute guidelines for all board support staff to follow.

2 Michael Peregrine, “[The Basic Principles of Corporate Minute Taking](#),” Governance Notes, August 2015.

- **Draft meeting minutes directly after the meeting**, as soon as you can, while the information is still fresh.
- **Write with the mindset that the minutes are being reviewed several years in the future by someone unfamiliar with the organization.** Therefore, be specific (e.g., spell out acronyms and abbreviations, identify staff members by title, etc.) and ensure minutes are clear and easy to understand.
- **Always take time to proofread and spell-check the minutes.**
- **Note any follow-up that needs to happen** and ensure these items are taken care of in a timely manner.

“During the meeting, our board will ask staff for information that may not be readily available and will need to be sent after the meeting. I make a star with a red pen in my handwritten minutes next to the requests for information, so they are easy to spot. Then I reiterate the follow-up requests at the end of the meeting. I also write all follow-up requests on a separate writing pad, so they are all in one place.”

—Melanie Talbot, Chief Governance Officer and Board Clerk, Maricopa County Special Health Care District Board of Directors, *Valleywise Health*

### → Are Minutes for Executive Sessions Necessary?

It is generally unnecessary to take detailed minutes of executive sessions, unless there is an important executive action taken, as long as some written record is kept confirming the session was held, its participants, and the date, time, location, and duration of the meeting.

#### Properly handle meeting records and follow-up:

- **Ensure that meeting minutes are promptly reviewed and approved by the board.** It is best to do this as close to the meeting as possible. Also, be sure to discourage excessive editing by management or the board to avoid any suggestion of a lack of integrity in the minutes.

- **Handwritten or typed meeting notes should be deleted as soon as the minutes are final and approved.** Also, discourage board members from taking their own notes. Directors may wish to take notes regarding the meeting so they can refer to them when reviewing the draft minutes, but there are liability risks associated with such practice. Ideally, the final minutes approved by the board (and materials incorporated by reference) should be the only record of the board or committee meeting.
- **Keep meeting minutes for a time period equal to the longest statute of limitations applicable to hospital operations** (usually five years but can be a specific state law question). When purging outdated records, as with anything, be sure to dispose of them safely by shredding the files. Archiving these records in electronic storage will simplify file maintenance.<sup>3</sup>

Governance support professionals should have a solid process in place that ensures they are effectively putting together meeting minutes, working with the board to ensure minutes are complete and accurate, and carefully storing these documents so that they are easy to access and sort through if needed. Well-prepared minutes will provide evidence of the thoughtful and deliberate fiduciary actions the board has taken to help the organization fulfill and advance its mission. This can create a lifeline for the board should any legal questions arise.

*The Governance Institute thanks its [Governance Support Editorial Board](#) members for sharing their knowledge and experience for this article.*



3 [Governance Support: A Behind the Scenes Guide to Ensure Your Board is Prepared, 2nd Edition, Elements of Governance](#), The Governance Institute, November 2017.