



A SERVICE OF

nrc
HEALTH

JANUARY 2023

Hospital Focus

Best Practices for Optimal Board Meeting Participation

By **Tracy Warner**, CEO, *Board Business LLC*

The business of a board is conducted during board meetings.

So, it makes sense that the limited time spent in meetings should be optimized to ensure all board members are engaged in meaningful conversations and decision making to advance the mission of the organization. Getting a board together is also expensive when taking into consideration the cost of time to assemble materials and prepare for the meeting; the board's time to prepare for, travel to, and attend; and all the individuals who support the effort to coordinate the details. Given these costs, planning and executing an effective board meeting strategy for optimal participation by all members is particularly important. This article highlights best practices the board chair, individual board members, the CEO, and board support liaisons can all implement to achieve meeting excellence.

Meeting Materials

Materials need to be in the hands of board members (either electronically or in a paper version) at least a week prior to the meeting. If meeting materials are consistently late or incomplete, it is incumbent upon the board chair to discuss the timeline with the CEO and board support liaison to deliver the expectations for timelier delivery.

All board members should fully prepare for each meeting to fulfill the due diligence requirements of their fiduciary duties. Setting the expectation for board members to read the meeting materials in advance allows more time for dialogue at the meeting so it becomes an active session focused on strategy and the future rather than a regurgitation of past activities. Board members will be re-energized by the fact that they are spending less time passively listening to informational reports and more time truly contributing to the organization.

Seating Arrangements

The physical setup of the meeting plays an important part in maximum participation. Ideally, the room should be set with a conference table that seats all board members and the CEO. Members of senior leadership should also attend and, if possible, be seated at the board table. Interacting with directors on a regular basis gives the executive team the opportunity to understand the board's perspective and to directly hear board discussion and rationale for decision making. The board benefits from senior leadership presence when questions arise regarding specific areas of expertise and assures them of knowledgeable and confident leadership.

Too frequently board members sit in the same location at every meeting. This action often results in the development of stronger relationships with adjacent members. To ensure this doesn't happen, have the board support liaison place name cards at different seats at each meeting. By changing the seating, directors are randomly placed next to other people, which can bring new perspectives stemming from a wider variety of interactions.

Meeting Agenda

The adoption of a timed agenda is a governance best practice. Adding times, along with a statement indicating the schedule is approximate, informs all individuals of the time to be dedicated to an item. It is incumbent on the board chair to keep items within the allotted timeframe. To accomplish this task, the chairperson controls the meeting in a way that allows for fairness in the discussion so that no one person dominates. This approach requires all board members to understand the rules of engagement previously decided upon, such as no interruptions and no inappropriate remarks to add to the length of the discussion. Further, the board chair does not allow a director to speak a second time until all members have spoken. The chairperson calls on each member to share their perspective and to draw out those individuals that are traditionally silent. To support quieter board members, the chairperson can contact less vocal members prior to a meeting asking them to be prepared to speak about a particular agenda item. This practice allows time to study an issue, formulate input, and prepare a response without being placed "on the spot."

The CEO and board leadership should work collaboratively to develop agendas that are engaging while still meeting the board's duty of oversight. A consent agenda can be used to approve multiple items with one motion. The board will need a policy that identifies the specific items to be collectively approved and the process for moving items out of the consent agenda for additional discussion if requested by any director. Information-only items on the agenda should be limited. Other methods of communicating updates and reports not requiring board action should be utilized. A good best practice is regular CEO communication between meetings to inform directors about activities and events, general updates, and success toward achievement of strategic objectives.

Finally, the agenda must clearly indicate if an item is for discussion or requires action. Major initiatives can be introduced at one meeting, followed by questions to board members after framing the issue, and presentation of alternatives and the pros and cons of each potential solution. Active deliberation, debate, and action, if any, is taken at the following meeting. This approach allows board members to process the implications of major organizational decisions and gives them the ability to actively discuss strategic issues after contemplation, resulting in a much more rewarding governance experience.

Virtual Meetings

While in-person meetings are preferred, some boards are still offering a virtual option due to board members' locations, preferences, or comfort levels. To ensure productive interactions and guarantee optimal meeting operations take the following actions when joining virtually:

- Before joining a meeting, verify you have the most recent version of the software. Test your system before the meeting begins.
- Mute the sound and turn off the camera when entering a meeting room.
- Adjust the camera to ensure your face is proportioned on the screen. Eyes should be in the top third of the picture.
- Look at the camera when speaking so viewers get the impression that you are looking them in the eye, like a face-to-face conversation. When other participants talk, look at them on the screen.
- Use a headset or ear buds to achieve optimal sound quality—for both talking and hearing others.
- Use the platform's chat box to comment on the discussion or the raise hand feature to signal to the board chair that you would like to speak.

Meeting Time

It is worth emphasizing that boards make critical decisions about a hospital's future affecting the lives of the community it serves and the livelihood of its employees and their families. All board members must stay focused on the business of the meeting and be fully present. This means avoiding checking email and using a cell phone or being distracted by any other activity not critical to the discussion.

→ Key Board Takeaways

- Receive meeting materials at least a week prior to the meeting so there is enough time to prepare. Thoroughly read all materials ahead of time and come to meetings ready for discussion; meeting materials should never be rehashed.
- Use meeting time wisely:
 - » Develop a timed agenda to ensure that discussions don't carry on for too long. The board chair should keep the meeting on track and ensure that everyone is contributing to conversations.
 - » Utilize a consent agenda to approve routine items, such as previous meeting minutes or management reports.
 - » Minimize time spent communicating updates and reports so that more time can be dedicated to strategic discussions.
 - » Be fully present and avoid distractions—you might miss an important element critical to the discussion.
- Reevaluate what meeting length and time is best for the board. Meetings that are too long, too frequent, and at inopportune times lead to less participation and diminished engagement by directors.
- Conduct post-meeting evaluations so everyone has a chance to provide feedback. Use the information gathered to make adjustments and improve future meetings.

The planning of meeting time, frequency, and length are key factors in optimal participation by directors. Poll the group to determine the best options for the board. A board with a higher percentage of working members may want to meet early in the morning or during the lunch hour. Members with children may want to avoid evening meetings. According to The Governance Institute's 2021 Biennial

Survey of Hospitals and Healthcare Systems, most independent hospital boards (77 percent) meet from 10 to 12 times per year. Meeting duration tends to be less than four hours—51 percent of independent hospital board respondents meet for two to four hours and 46 percent meet for less than two hours.¹ Meetings that are too long, too frequent, and at inopportune times lead to less participation and diminished engagement by directors. On the flip side, meetings that are too short do not allow for enough time for deep, strategic-level discussions.

It is a good idea to build in social time when directors come together for a meeting. Adding a meal before or after allows informal interaction among board members and with senior leaders and medical staff. These conversations create and build valuable bonds and allow directors to learn the decision-making styles of fellow board members.

After the Meeting

The CEO can reinforce optimal board participation by recognizing individual directors for their input. A personal note to a board member following a meeting highlighting a specific contribution goes a long way towards repeat behavior.

Use a post-meeting evaluation to collect immediate perception from board members about the meeting value and how the time was used. The results of the brief survey, including questions about meeting preparation, quality of discussion, meeting leadership, and board–staff interaction, are reviewed by the board chair/governance committee and the CEO to make future meeting adjustments. Incorporating feedback from directors relays the message that their opinion is important, which also helps optimize participation.

Incorporating these techniques into practice brings a more efficient and effective meeting structure to engage directors who will in turn respond with increased engagement. The outcome of this change is greater use of board members' knowledge and perspective to make more optimal decisions for the sustainability of the organization.

The Governance Institute thanks Tracy Warner, CEO, Board Business LLC, for contributing this article. She can be reached at tracy.warner@boardbusinessllc.org.

1 Kathryn Peisert and Kayla Wagner, *Advancing Governance for a New Future of Healthcare*, The Governance Institute's 2021 Biennial Survey of Hospitals and Healthcare Systems.

