

Leveraging Governance Support for Board Chair Success

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The headline submitted by my colleague Steven Valentine for one of our first articles published this year was, “Board Chairs: The Job Is Getting Tougher.” Board diversity, workforce recruitment/retention/wellness, financial resilience, and increased regulatory scrutiny are just some of the issues board chairs are working on with their boards and senior leaders. Many are catching up on strategic initiatives or pivoting strategy all together, and all are still working out the shape of the post-pandemic healthcare delivery system.

Our readers have experienced firsthand the impact of an excellent board chair, and in today’s environment there is no time for a new leader on the board to get up to speed. Board chairs do the following critical activities for their boards, among other things:

- Keep the mission front and center and ensure the board is fulfilling its legally mandated fiduciary duties
- Work with the CEO to build thoughtful meeting agendas that facilitate strategic and generative discussions
- Ensure all board members feel comfortable participating fully, manage any conflicts of interest that arise, and help toe the line between management and governance
- Meet one on one with board members and senior leaders to build and sustain collaborative relationships
- Sit on multiple committees
- Work with legal counsel to ensure organizational compliance and beyond
- Help set the culture and tone of group dynamics at the board level
- Through all of these things, impact the culture and priorities of the organization

What’s Inside:

- **Leveraging Governance Support for Board Chair Success**
- **Maximizing Your Governance Resources**
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This is a lot of heavy weight on the shoulders of one individual who remains most often an unpaid volunteer.¹ So we decided to think about how our members can better connect the work of the governance support team to that of the board chair, to essentially make the board chair’s job a bit easier. We gathered the following tips from the members of our editorial boards including CEOs, legal counsels, and chief governance officers.

Key Lessons from Governance Institute Members

Communication

At Saint Alphonsus Health System in Boise, ID, the system-level Governance Coordinator has a very close relationship with the board chair to ensure he feels comfortable reaching out for anything he has questions about. President & CEO Odette Bolano, FACHE, M.H.A., B.S.N., meets with her chair monthly and provides him intermittent updates on significant or developing issues that are important for a board chair to be appraised of.

Their board structure also allows for time after the governance committee approval of the preliminary board agenda to review the packet with the board chair and provide executive notes prior to the board meeting to help focus on key items to report out and or address.

Organization

Chief Governance Officer Melanie Talbot at Valleywise Health, a public safety net system in Phoenix, AZ, creates an annual agenda item calendar, which allows the chair to see in advance what recurring items will come before the board in any given month. Then, she reviews the draft meeting agendas with the chair 10 days prior to the board meetings to provide a briefing on the items for discussion (and any items that could be controversial).

She takes it to the next level with a “board chair’s scripted agenda” that includes instructions such as:

- Chairman: call the meeting to order

1 Governance Institute biennial survey data show a slow increase in the percentage of board chairs compensated as well as their amount of compensation over the past decade, but overall, only 13 percent of non-profit hospitals compensated board chairs in 2021 with a majority compensating at \$10,000 or less. Systems were more likely to compensate the board chair in 2021 (15 percent), and at a higher amount (42 percent of systems compensate the board chair at \$50,000 or higher).

- Chairman: ask clerk to take roll
- Chairman: ask board members if they would like to remove any items from the consent agenda to be discussed and vote on separately
- Chairman: ask for a motion, etc.

She includes time trackers on the agenda to help keep the meeting on schedule. Finally, she adds possible motions to the chair's agenda including how to call the vote. She highlights those agenda items requiring action with red bold font and lets the chair know who will be leading the discussion.

On the day of the meeting, Talbot briefs the chair on any last-minute items such as a board member unable to attend or attending remotely; if there is a member of the public that would like to address the board; and/or if there are stakeholders in the audience who need to be recognized.

Talbot keeps a running list of old business at the end of every agenda to help the chair keep track of board member requests or follow up items. At the end of a meeting, she recaps with the chair any requests stemming from the meeting and sends out an email to all board leaders with anything that requires follow up.

Delegation

While some organizations have board chairs who are retired and have plenty of time to devote to the job, others may have or be seeking out board leaders with more diverse backgrounds, who might be more likely to be younger and still working (and thus be more pinched for time!).

In these cases, our members recommend finding ways to delegate some tasks and activities to the vice chair and governance support staff. The board leaders along with the CEO and governance support person or team can take a hard look at the committee assignments and administrative tasks that board chairs usually take on to determine which ones would be possible for others to do instead, with board chair oversight.

Some of the organizational activities described by Talbot above would fall into this category on the governance support side. In addition, Talbot takes on the following legwork to help her board chair:

- Reviews council members' demographics and areas of expertise with the chair when there are vacancies to determine where to focus recruitment efforts

- Reviews council members' attendance to see if there are any areas of concern that need to be addressed
- Periodically reviews the board/council bylaws, policies, charters, agreements, etc. with the chair to determine if they need to be updated

Moreover, governance support staff can learn to be flexible to match the communication style of their chair, finding the most efficient way to get different kinds of information across to those who need it and in a timely manner.

Giving the vice chair more responsibility for some of these activities, as well as board member development, leading certain committees, etc. can help alleviate the weight on the board chair while also having the benefit of prepping the vice chair for the number one spot in the coming year.

Relationship Building

Amelia Gulkis, Network Board Administrator at The University of Vermont Health Network, believes that it is important to establish a level of trust between the board chair and the governance support person, so that person can communicate with board members and other stakeholders on the chair's behalf (when appropriate) and keep track of things to follow up on. "It's a big time saver if the chair doesn't have to write or review every communication going to board members, and it's a weight off their minds if they don't have to worry about dropping balls," said Gulkis.

We also know, based on experience, that governance support professionals work hard to educate themselves and stay current with governance practices and strategic issues their boards are facing. They may have relationships with colleagues in other systems through professional networks. Gulkis recommends that board chairs leverage this expertise to optimize the functioning of the board and brainstorm solutions to board issues.

Preparation and Navigation

Senior Vice President and Chief Legal Officer Amy Bulpitt from Hospital Sisters Health System in Springfield, IL, echoes Talbot's organization and delegation activities mentioned above and emphasizes that it is critical for the governance support person to prepare the board chair—everything from meeting cadence, calendars, materials to resolutions and an authorities matrix—so the chair knows what is approved vs. recommended, what is needed for consult, what is for informational purposes, etc.

Further, a strong governance support person helps the chair navigate complex matters, participates in preparing the agenda with the chair and President/CEO, and makes sure that everything from the work plan is included in the right meetings for review and approval. “Board chairs should be able to lean on governance support, including counsel, for these and other needs,” said Bulpitt.

Final Thoughts

When board chairs can depend on deeper support from the governance staff, we believe that chairs will thrive in their role and bring their whole board up to another level. In a time such as this, leveraging all resources to their fullest can close the gap between a chair that is just keeping above water vs. one who has the time, space, and perspective to give their best to the role. We also believe that allowing the governance support team to provide this deeper foundation will help enhance their own drive, motivation, purpose, and professional development. When these things come together at the same time, the relationships between the board, CEO, senior leadership, and the medical staff all benefit, and the entire governance function of the organization is facilitated for effectiveness.



Maximizing Your Governance Resources

By **Lindsay Laug**, Strategic Advisor and Solutions Expert, *The Governance Institute*

Governance has always been important to an organization's culture and strategic direction. Today, governance may be more important than it ever has been as hospitals and health systems fight to fulfil the mission they have promised their communities for decades, uphold a culture of trust, and be a beacon of hope to the community, all while fighting shrinking margins and substantial headwinds.

Board members know how critical this time is as the healthcare landscape continues to evolve. No one knows for certain what healthcare will look like in five to 10 years, but we can be certain it will look different than from today. The sentiment collected over the last 18 months from board members across the country solidifies the need for strong governance and education:

"In a difficult environment, it is essential to effectively deal with current issues while maintaining an emphasis on long-run strategic directions."

"Without lessening focus on our aspirations for the organization, identify, prioritize, and address the foreseeable risk factors that could threaten its continued excellence."

"More board enrichment/education on healthcare issues including possible ventures and partnerships, technology, population health, value-based reimbursement, best practices (including satisfaction of constituents), and rapidly advancing consumerism and transparency."

The Governance Institute prides itself on meeting every unique organization where they are, and we work with each organization on a governance development plan best suited to meet their goals. This article highlights the key components of any good governance development plan, and how governance support staff can utilize our resources to help their boards perform at their best.

A Customized Governance Plan

A board focused on continuous improvement will move through the cyclical [Intentional Governance continuum](#). Diagnosing where your board(s) are in the cycle,

or where there may have been gaps, is key to maximizing your board members' contribution to uphold the mission of your organization. The Governance Institute and Joint Commission recommend that boards conduct a board self-assessment at least every two years. This assessment provides an understanding of the current state of your board as it relates to the continuum, its culture, and the specific education needs of your board members. It sets the stage and framework for the most critical components of education uniquely identified for your board. In partnership with your Governance Institute team, a governance development plan will be established that prescribes the precise resources and education for your board.

The governance development plan focuses on education in three key areas: governance best practices, healthcare and industry trends, and items relevant to your strategic plan. By understanding these areas of focus, Governance Institute resources can be curated to meet your organization's needs.

Utilizing Board Resources

Governance support staff can help ensure that their boards are fully utilizing the resources available to help them effectively govern their organizations:

- Prescribe **e-Learning courses** that board members can access 24/7/365 and in the comfort of their own homes. Our courses cover a variety of topics including board orientation, management versus governance, the role of the board chair, consumerism in healthcare, and many more.
- As boards evolve, it is important to annually update the subscription list to The Governance Institute's **email newsletters** (e.g., E-Briefings and our monthly member news updates) and provide full Web site access to The Governance Institute suite of resources. Work with your Governance Institute team to update your active board members annually or as needed.
- In-person meetings and conferences are making a comeback post-COVID. The Governance Institute is seeing more organizations utilize our **Leadership Conferences** as a way to strengthen the board's culture by bringing the entire group to participate in the informative education sessions and gather together for immediate conversations on important topics. Many organizations have also utilized the excellent conference location, space, and expertise of The Governance Institute conference team to hold a mini retreat or board meeting prior to or after the conference. In addition to in-person conferences, virtual conferences remain an option for an organization to utilize live or pre-recorded

sessions in meetings or retreats and ensures inclusivity of those not able to attend in person.

- As an industry best practice, it is critical to assess the performance of the CEO annually. The Governance Institute **CEO assessment** is a great tool that not only evaluates the key components of the CEO role but also provides a confidential and constructive opportunity for the CEO to understand gaps and receive direct qualitative feedback from the board and members of the leadership team. A process for annual feedback for your chief leader is a valuable asset to any existing, new, or incoming CEO.
- In addition to the BoardCompass® **board self-assessment**, supplementary assessment tools may be utilized or prescribed for a particular focus. The **committee self-assessment** tools will ensure each of your board's committees are performing optimally and identify opportunities for each committee's unique development plan. In addition, as each board member understands the significant importance of governance in healthcare today, the **individual board member assessment** tool may be utilized to understand the overall performance of each individual board member, opportunities for improvement and education, and desire for reappointment.
- Change is inevitable over the course of the next several years and boards are evolving and creating efficiencies. Anytime a board undergoes significant change in structure or purpose, the tool we recommend is the **Good Governance Audit**. This audit tool covers every aspect of good governance to ensure nothing through evolution is forgotten or missed. It provides a framework for boards coming together and upon identifying gaps, The Governance Institute provides the tools and resources to overcome your challenges.

Uniquely positioned in both *governance* and *healthcare*, your dedicated Governance Institute service team is eager to ensure your goals are met and will guide you in utilizing each valuable component of your membership. Change is inevitable, but with proper governance and board education, the journey forward becomes clearer.



The Value of Board Mentoring

Being a healthcare board member today requires a new level of dedication and expertise. Hospitals and health systems are facing a multitude of challenges, including workforce shortages and burnout, higher operating costs, cybersecurity threats, and rising consumer expectations. To oversee these and other complex organizational issues, board members must be knowledgeable about the industry, their organization, and their responsibility as a board member so they can govern with intention.

A robust board orientation program is a great (and essential) starting place for new board members, but training and support shouldn't stop there. It is nearly impossible to "know it all" after a few training sessions. Board members need someone experienced in the art of governance to go to for on-the-job coaching and questions: a mentor. This article highlights key attributes of an effective board mentoring program.

The Benefits of a Mentoring Program

An effective mentoring program will help new board members answer key questions such as:

- What is my job?
- What is expected of me?
- How will I know when I have fulfilled my responsibilities?
- How can I make my best contribution?
- What is the "unwritten order" of the board?
- What boundaries and guidelines exist that I need to be aware of?
- What is the culture of the board (and how does it facilitate or hinder effective governance)?
- What are lessons that have been learned by the mentor that can shorten my learning curve?

Setting Expectations

The type of mentor needed will depend on the new board member's unique needs and will take into account their familiarity with the organization, the healthcare industry, and board membership. Governance support staff will want to make sure they are working with the new member and board chair to customize the approach and process to best fit the circumstances.

At the outset of the process, it can be helpful to set expectations for both the mentor and mentee, for example:

- **What is the purpose?** The board chair, mentor, and mentee should agree on the purpose, desired outcomes, and objectives for the relationship.
- **When will we meet?** Ideally, the mentor and new board member will meet before the first official board meeting, especially if they have not served on a board before. The mentor can help him or her know what to expect, how meetings are conducted, preparation expectations, and any other specific details. This can also be a time for the pair to get to know each other better and start building a trusting relationship that allows for open discussion. After this, it can be helpful to set up a meeting schedule to touch base regularly. For example, some meet monthly while others might prefer to meet before and/or after meetings when board experience is top of mind. Debriefings directly or shortly after board meetings are often beneficial while the content is fresh. It is also important for the mentor to be proactive between meetings. Calling, texting, or sending emails from time to time can help maintain and nurture the relationship. The mentor and mentee should discuss the best methods for communication in between meetings.
- **What will we discuss?** While every mentor meeting doesn't have to be formally structured, having some specific topics for discussion is useful. The mentor should be in tune with what the new board member needs from them to be successful in their role, for example:
 - » Education on particular topics, especially those related to the strategic plan or current issues affecting the organization
 - » Closer review of the board member job description
 - » A deeper dive into the role of governance versus management—and the importance of staying in the governance lane
 - » Basic board meeting practices and expectations for board conduct
 - » An introduction to other board members to understand their roles, skills, and interests

- » Any helpful historical information, such as past examples of board work and successes or challenges experienced
- » Appropriate lines of communication within the organization
- **How long will mentorship last?** Mentoring usually lasts for the first year of the new member’s board tenure, although it can last longer—flexibility is the best policy. Once the mentoring process is complete, both the mentor and new director should evaluate the process and discuss whether the mentorship period should be extended.

→ Key Takeaways

Governance support staff should work with the board chair to develop or reassess the effectiveness of their board mentoring program.

If you currently do not have a mentoring program:

- Consider how this would benefit incoming board members (or those who are already on the board but are underperforming and/or less experienced).
- Decide what steps need to be taken to start a mentoring program and who will lead the charge.
- Talk through the key elements of an effective mentoring process (e.g., how to choose mentors and ensure they understand the role, set expectations, receive feedback).

For those who already have a mentoring program:

- Ensure the process is customized to each new board member so it is a meaningful experience for them. This includes thoughtful considerations of who the best mentor is based on the new board member’s skills and experience.
- Review the program on a regular basis to ensure it is up to date and members are still finding value in the process.
- Receive feedback from both parties. This should happen during the mentorship—just in case the relationship is not working out—as well as after the mentoring period ends.

The Role of the Mentor

Mentors are typically more senior, seasoned board members, and have usually chaired one or more committees. This ensures they have the experience needed to get into the details of board and committee service. For the mentorship to work, it is critical that the mentor understands what is expected of them. In addition to answering the questions above, the mentor will also need to know that it is important for them to:

- Be a resource. Openly share their own director experiences, advice, and personal insights regarding the organization's operations, culture, and boardroom environment.
- Prepare for content-based discussion. Have a few agenda items when meeting with the new board member and prep for these meetings to get the most out of them. It is certainly appropriate to ask the mentee about top-of-mind interests or concerns, but not to come unprepared and expect them to drive the meeting.
- Be accessible. Questions might come up in between set meetings. Mentors should encourage the person they are mentoring to feel comfortable contacting them.
- Listen, but maintain confidentiality. This person must feel comfortable asking any questions, exhibiting lack of knowledge, and making beginner's mistakes without feeling embarrassed or judged.
- Never insert their personal bias into discussions related to board decisions, colleagues, or other sensitive matters.

Mentors should only be chosen for the job if they are enthusiastic about participating and helping those new to the board. If all goes well, this relationship can make the new member feel more engaged, confident in their role, and ready for boardroom discussion.

Evaluating the Experience

One of the most important pieces of the process is evaluating the effectiveness of the board mentoring program. Both the new board member and mentor should provide feedback—both during and after the mentorship. The mentor and board chair should check in with the new board member periodically so that they can ensure the process is valuable. Sometimes the relationship with the mentor just doesn't meet the new member's needs. The remedy may be as simple as addressing the issues (changing discussion topics, reevaluating expectations, etc.) or might require switching

mentors—but in either case, regular discussion about how the process is going must happen.

When mentoring is complete, both parties should fill out a more formal evaluation. The results of these evaluations can be used to continuously improve the program.

Below are examples of evaluation forms governance support professionals can customize to evaluate the mentorship process:

- [Sample New Board Member Evaluation Form](#)
- [Sample Mentor Evaluation Form](#)

A successful board mentor program helps new board members feel more at ease in the boardroom—the power of just one human connection in the room can make a big difference. Governance and the issues hospitals and health systems are facing are anything but easy. The more prepared a board member can be, the better. This relationship will allow board members to fully contribute to the board, often in a way that wouldn't be achieved otherwise.

