

Leveraging Governance Support for Board Chair Success

By **Kathryn C. Peisert**, Editor in Chief & Senior Director, *The Governance Institute*

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

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.

