Bringing Innovation to Your Board



Amy Bulpitt, J.D., M.B.A.



Dani Glascock



Bringing Innovation to Your Board



Dani Glascock

System Director of Governance & OGC Operations Hospital Sisters Health System

Amy Bulpitt

Senior Vice President and Chief Legal Officer Hospital Sisters Health System

Prepared for

2023 Governance Support Forum | October 3, 2023





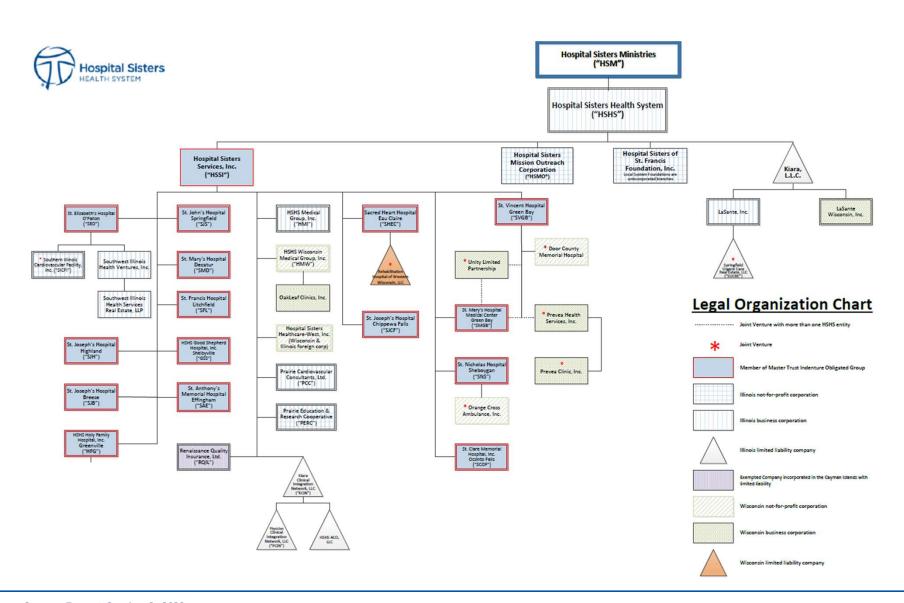


2023 Governance Support Forum • October 3, 2023

About HSHS

Fiscal Year 2022	
Hospitals	15
Clinics	241
Population Served	2.6 Million
Operating Revenue	\$2.9 Billion
Unrestricted Cash & Investments	\$1.4 Billion
Physicians (on Medical Staff)	2,507
Inpatient Admissions	65,103
Emergency Room Visits	280,212
Surgery Cases	54,346
Outpatient Visits	1,516,752
Clinic Visits	1,832,366
Colleagues (as of 12/31/2022)	12,997







OUR MISSION

To reveal and embody Christ's healing love for all people through our high-quality Franciscan health care ministry.

OUR VISION

Rooted in our Franciscan mission, we will be the unique, high-quality health system providing exceptional care, centered on the whole person.

OUR VALUES

Respect Care Competence Joy

Common Law Duties of Non-Profit Directors

Duty of Care

Requires Board to act upon appropriate information with appropriate deliberation

Duty of Loyalty

Requires Board to act only in the best interests of the organization .. not just the best interest of the individual

Duty of Obedience

Requires Board to act in furtherance of the Mission of the organization

What do Directors' Duties Mean for their Relationship with Executives?

The Proper Governance Oversight Role of the Board

- "Active, informed, independent and assertive stewardship of the charitable mission"
- Exercise of "constructive skepticism" in the directors' supervisory role
- Not desirable for directors to try to manage the corporation directly and comprehensively
- Specific expectations/duties of the Board—what the corporate documents provide

Managing the Distinction between Governance and Management

- Fundamental authority to delegate day-to-day management to executives
- Ability to rely upon management, subject to exercise of oversight
- "Active stewardship" and "constructive skepticism" do not mandate an adversarial relationship with management
- "Micro governance": the dangers to the director and to the corporation from crossing "the thin gray line"

How can oversight be generative?

- ✓ Boards exercise fiduciary oversight to guard the organization
- ✓ Directors support management to set strategic direction and serve as strategic partners
- ✓ Boards become generative when they review strategic matters from a macro perspective
- ✓ But how do boards become generative?
 - ✓ When they have time to think critically
 - ✓ Efficient governance is critical to support a generative board

Best Practices for Efficient Governance and a Generative Board

Differences Between the HSHS Boards

We empower all HSHS board members to contribute to the HSHS mission through the provision of meaningful oversight. Below are summaries of the various duties of our different HSHS boards

Hospital Sisters Ministries Board Reserved Power Policies

- Appointment and removal of the chairpersons of HSHS and HSSI
- Appointment and removal of the directors of HSHS and HSSI
 Appointment and removal of the presidents of HSHS and HSSI
- Consolidated strategic plan and goals of HSHS
- Amendments to the articles of incorporation and bylaws
- · Borrowing, alienation and other transactions involving stable patrimony Mergers, joint ventures, partnerships, dissolutions or sales
- · HSHS principles for mission integration and mission accountability reports
- Names, logos and marks
- Philosophy, mission and values
- · Plan for ministry education and governance
- · Deviations from consolidated capital and operating budgets Material employee retirement plan actions

Core Responsibilities of the HSHS Board of Directors

- Transformation, strategic positioning
 Quality/value equation: policy setting and oversight
- Financial policy and oversight, including investment policy
 Corporate compliance for the entire system
- · Organizational development across the system
- Evaluation of the system CEO
- · Overarching standards: credentialing, board development, etc.
- · Ensure system complies with all laws and regulations as part of the director's duty of obedience

Core Responsibilities of the Local Ministry HSHS Boards of Directors (Subsidiary Boards)

- Quality/Value Equation: oversight not just policy setting, credentialing typically using system support
- Strategy: organic growth within framework of overall system plan Community: philanthropy, community health needs assessment, community benefit. advocacy
- · Legal & Regulatory Compliance: ensure each local hospital complies with all laws and regulations as part of the director's duty obedience
- · Limited Financial Oversight Responsibilities: streamlined approval authority of operating and capital budgets



Independent community members with greater alignment to System Board/priorities

Streamlined committee structure – tied to System counterpart committees

Common board development and education

Common governing template documents, i.e. board agendas

Consistent performance measures

Core Responsibilities: System Board



Core Responsibilities: Local Hospital Board

Subsidiary Board's responsibilities are more focused, with emphasis on:

- Quality/Value Equation: oversight not just policy setting, credentialing typically using System support
- Strategy: organic growth within framework of overall System plan
- Community: philanthropy, community health needs assessment, community benefit, advocacy
- Legal & Regulatory Compliance: ensure compliance complies with all laws and regulations as part of the Director's duty obedience

Limited financial oversight responsibilities:

• Stewardship: streamlined "approval authority" of operating or capital budgets

Our Journey to Becoming a Unified Organization



The Unifying Tie between Management and All Levels of Governance is the HSHS Mission.

- Achieve economies of scale and efficiencies for our leadership teams and board members
- Empower board members to contribute to the HSHS Mission through the provision of meaningful oversight
- Continued commitment to the Local System Boards
- Enhance the connection between effective governance and economic prosperity where Local System Boards serve as extensions of the System Board

Phase 1



GOVERNANCE MODERNIZATION

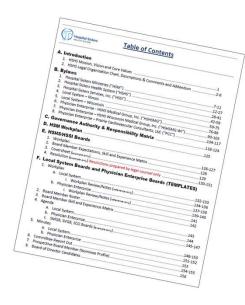
becoming a Unified Organization

PHASE 1 - 2022

- Develop and implement Governance Playbook (system and local boards)
 - Develop and implement templates:
- √ 1. Agenda
- Minutes
 - Board member roster
- 4. Work Plan
 - 5. Board member skill & experience Matrix
 - 6. Prospective board member (nominee profile)
- ✓ Develop Committee Report Out form
- ✓ Streamline scope of board education
- ✓ Develop new governance orientation format and substance
- ✓ Update HSHS Governance Authority and Responsibility Matrix

Governance Playbook for an Effective Framework

- Governance Authority and Responsibility Matrix
- Workplan*
- Charter
- Agenda Template*
- Minutes Template*
- Skill Matrix Chart Template, Potential Candidates Succession Planning*
- Membership Roster*
- Committee Report-Out Template*
- Board Education Calendar*
- Board Repository





Phase 2







PHASE 2 - 2023 Optimize Governance Playbook (system and local boards) Develop enhanced meeting cadence for system board and its committees Transition to electronic packets Secure new board portal Develop and implement updated in-house survey tool Develop and implement new board education calendar Introduce 5-year recruitment plan for system board Transition corporate secretary to legal counsel for system board and all affiliates Develop and implement Governance Playbook (subsidiary boards) Optimize board orientation format and substance Define board officer term limits Develop board member exit survey/checklist

Phase 3



PHASE 3 - 2024

mplement new me	eting cadence for system board and its committees
Optimize board por	tal .
Add second goverr governance issues	nance convocation-type meeting to the calendar for more education around
Develop board me	mber compact
Develop enhanced	meeting cadence for local and subsidiary boards and its committees
mplement new edu	ucation program for CEOs and board chairs
Optimize Governan	ce Playbook (subsidiary boards)
ntroduce Governa	nce Institute continued education through select webinars
Develop mentorship	program for new board members





2023 Governance Support Forum • October 3, 2023

Q&A



Governance Framework Playbook

becoming a Unified Organization



The Unifying Tie between Management and All Levels of Governance is the HSHS Mission.

June 30, 202:

Amy K. Bulpitt

Senior Vice President & Chief Legal Officer Hospital Sisters Health System amy.bulpitt@hshs.org

Dani Glascock

System Director of Governance & OGC Operations Hospital Sisters Health System dani.glascock@hshs.org



HSHS (Local System) Board Of Directors 2023 WORKPLAN

HSHS (Local System Board) Approved: _____, 2022

Board Meeting Date (Time: January March May July September November Date packets will be distributed **Standing Reports** Nursing/CNO Report X X X X Patient Quality Story X X Х Х х х Administrative Reports (reports could change) -CEO Report: Strategic Plan/Goals Update -HSHS/HSSI Division Update X x х \mathbf{x} х x -HSHS/HSSI Update X X X X Х X Financial Report (Operating and Capital) Medical Staff Reports (reports could change)
-Medical Staff Report
-Credentialing Recommendations X x X X X X -Red Flag Report -Credentialing Activities of the Board Executive Committee -Peer Review Quality Reports (reports could change) -Patient Experience -Quality Report Card – including dashboard metrics \mathbf{x} X X X -Risk/RCAs/Significant Events/Safety Vignette -Significant Regulatory/Compliance Issues HSHS and Local System Balanced Scorecards X X X X X Board Education Х X х Х х Advocacy Report X X X September ___ November _ **Board Meeting - Periodic Reports** January March_ May_ July _ Local System Compliance Report Litigation X X Crowe Audit Report

Board Meeting - Periodic Reports	January	March	May	July	September	November
Community Benefit Update (minimum 2 times annually)		X			X	
Review of IRS Form 990		x				
Performance Improvement Plan		x				
 -Quality Assessment and Performance Improvement Evaluation and Plan (QAPI) 						
Infection Control Plan						
-Infection Control and Prevention Risk Assessment and Plan		X				
-Infection Control and Prevention Program Evaluation						
Annual Strategic and Financial Plans						
-Goals and Objectives -Operating Budget			X			
-Capital Budget						
Recommendations for Local System Board Member Appointments/Reappointments	1			x		
Mission Integration Accountability Report ("MIAR") and Results	1					
Local System President/CEO Performance Appraisal					x	
EOC Plans						
-Utilities Management Plan and Evaluation						
-Emergency Management Plan and Evaluation						
-Life Safety Program and Evaluation					x	
-Medical Equipment Management Program and Evaluation					_ ^	
-Safety Management Plan and Evaluation						
-Security Management Plan and Evaluation						
-Hazardous Materials and Waste Management Program and Evaluation						
Culture of Patient Safety Plan					X	
Board Conflict of Interest Attestation (Sent out by HSHS)						X
Appointment of Officers						X
Appointment of Members of Board Committees						X
Annual Independent Auditor's Report						X
Bylaws Approval: Medical Staff/Governing (as needed)						
Biennial Development of Board Goals (even years)	2024					
Biennial Board of Directors Self-Evaluation Results (odd years)						2023
(through Governance Institute)						2023
Triennial Local System Bylaws					2024	
Triennial Community Health Needs Assessment (3D Report)			2024			
Triennial Medical Staff Development Plan (3D Report)				2024		

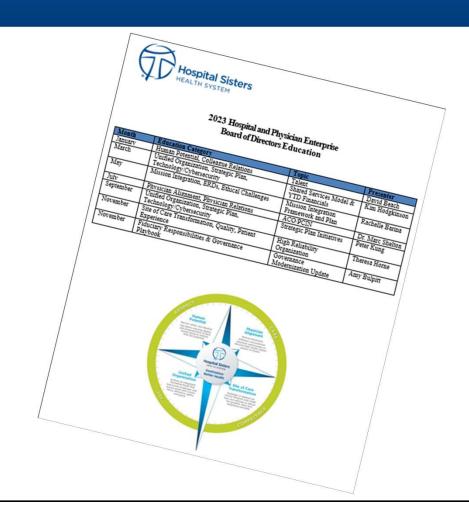
The work of the Board of Directors will reflect the Mission and Values of Hospital Sisters Health System and is consistent with the responsibilities outlined in the Bylaws. Attention will be paid to disparities in Health Care services.



HSHS (Local System) - (city) BOARD OF DIRECTORS MEETING (time), (date) (location) AGENDA

Time	Order of Business	Reporting	Action
	Call to Order		
	Opening Prayer		
	. Agenda		
	a. Review and Approval		Approval
	b. Conflicts of Interest Disclosure		Information
	II. Consent Agenda		CO. 110 CO.
	a. Review and Approval		Approval
	b. Board Committee Minutes		Approval of
	c. Crowe Audit Report		Consent Agenda
	V. Quality		100 Mg 2 2 2 2 2 2
	a. Patient Experience		Information
	b. Quality Report Card		Information
	c. Risk/RCAs/Significant Events/Safety V	ignette	Information
	d. Significant Regulatory/Compliance Iss	rues	Information
	e. CNO Report		Information
	f. Medical Staff Reports		
	(i) Medical Staff Report		Approval
	(ii) Credentialing Recommendations		Approval
	(iii) Red Flag Report	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Information
	(iv) Credentialing Activities of the Bo	ard Executive Committee	Information
	(v) Peer Review		Information
	/. Strategy		
	a. Strategic Plan Update (HSHS and Divi	sion)	Information
	b. Balanced Scorecard (HSHS)		Information
	c. Balanced Scorecard (Local System)		Information
	d. Localization of Strategic Plan Update		Information
	e. Medical Staff Development Plan		Approval
	/I. Community		
	a. Advocacy		Education
	b. Community Benefit Update		Information
	/II. Stewardship		
	a. Financial Report		Acceptance
	/III. Board Education		Information
	X. Action Items		Approval
	CONTROL BUILDING CONT		1775
lime	EXECUTIVE SESSION	Reporting	Action

Time		EXECUTIVE SESSION	Reporting	Action
	I,	Call to Order		
	II.	For Consultation: A. Potential Malpractice Claims B. Review of IRS Form 990 CONFIDENTIAL, SUBJECT TO ATTORNEY-CLIENT PRIVILEGE		Information Information
	10.	Evaluation of Meeting A. What went well today to advance our Mission? B. Was there significant strategic discussion?		
	IV.	Adjourn		



22

please insert Local System logo

| Comparison | Compari

HSHS <u>(LOCAL SYSTEM)</u> - (city here) BOARD OF DIRECTORS MEETING _______, 2022

MINUTES

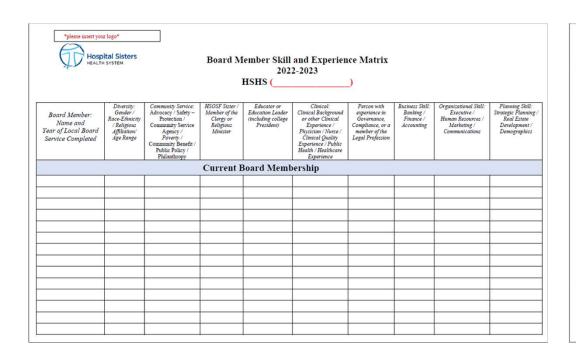
Board Members Present:

Management And Staff:

Guests:

Topic	Discussion	Action	
Call to Order	, Chairperson of the Board, called the meeting to order at a.m./p.m. and welcomed everyone. He/She declared a quorum.		
Opening Prayer	offered the opening prayer.		
Review of Agenda	The agenda was reviewed and approved as is.	Information only	
Identification of Conflict of Interest	(Chairperson) reminded the group to be mindful of any conflict of interest that may be present with any agenda items.	Information only	
Consent Agenda	Review and Approval Board Committee Minutes Crowe Audit Report A motion was made by and seconded by to approve the Consent Agenda.	Motion carried	
Quality	A. Patient Experience B. Quality Report Card C. Risk/RCA/Significant Event/Safety Vignette D. Significant Regulatory/Compliance Issue E. CNO Report F. Medical Staff Reports (i) Medical Staff Report A motion was made by and seconded by to approve the Medical Staff Report. (ii) Credentialing Recommendations A motion was made by and seconded by to approve the Credentialing Recommendations (iii) Red Flag Report (iv) Credentialing Activities of the Board Executive Committee (v) Peer Review	For consultation/information Motion carried Motion carried	

Strategy	A. Strategic Plan Update (HSHS and Division) B. Balanced Scorecard (HSHS) C. Balanced Scorecard (Local System) D. Localization of Strategic Plan Update	For consultation/ information
	E. Medical Staff Development Plan	
	A motion was made by and seconded by to approve the Medical Staff Development Plan.	Motion carried
Community	A. Advocacy B. Community Benefit Update	For consultation/ information
Stewardship	A. Financial Report A motion was made by and seconded by to accept the Financial Report.	Acceptance
Board Education		Information only
Action Items		
(Local System Board approval only)	presented the A motion was made by and seconded by to approve the	Motion carried
(HSHS Board approval)	A motion was made by and seconded by to recommend the approof the to the Hospital Sisters Health System for approval.	Motion carried
(HSM Board approval)		Motion carried
Adjournment	There being no further business to come before the Board, the meeting was adjourned at a.m./p.m., and the Board entered Executive Session.	Information only
Next Meeting	The next meeting will be held on	_ Information only
	Reviewed and approved, 2022	·
	Chairperson Secretary	



please insert your logo HSHS Hospital JIllinois/Wisconsin Board of Directors November 1, 2022 – October 31, 2023				
NAME / POSITION / PROFESSION	1st TERM 3-Year Maximum	2 nd TERM 3-Year Maximum	3rd TERM 3-Year Maximum	
, Chairperson				
, Vice Chairperson				
Secretary				
NOMINEE(S) UNDER CONSIDERATION FOR POSSI	BLE BOARD POSITION			
	See attached Nomination I	Form		



Level Code	
0 = No Background or Experience	
1 = Minimal Knowledge and Exp 2 = Moderate Knowledge and Ex	
	ne Catholic Church, HSHS Mission and Values, HSHS
Strategic Priorities and the Franciscan A	
	healthcare operations and global trends affecting healthcare
Strategic thinking/planning	
Financial analysis expertise	
Business valuation and business risk ex	perience
Mergers and acquisitions	
Healthcare compliance and audit	
High level knowledge of portfolio manag	
Physician relationships, alignment comp	
	wledge in relationship to cost and efficiencies
Needs of the communities served	
Population risk management and comm	
Healthcare market and payment system	
Patient safety practices, safety indicator Accreditation, compliance, and risk man	
	ement strategies in industry and healthcare
Patient/customer satisfaction, engagem	
	d education across the continuum of care
Medical informatics and technology	
Organizational transformation, digital str	rategy and innovation
	nds, national benchmarks, and other information and
applying that understanding to committe	ee tasks for decision-making and oversight
applying that understanding to committe	ee tasks for decision-making and oversight
	2000 V 1000 DOG V 1000 VIII
applying that understanding to committe Ethnic Background	SECOND VINNE DISC VINNE VINNE
Ethnic Background Caucasian	2000 V 1000 DOG V 1000 VIII
Ethnic Background Caucasian Native American	2000 V 1000 DOG V 1000 VIII
Ethnic Background Caucasian Native American African American	SECOND VINNE DISC VINNE VINNE
Ethnic Background Caucasian Native American African American Latino/Latina	2000 V 1000 DOG V 1000 VIII
Ethnic Background Caucasian Native American African American Latino/Latina Asian or Pacific Islander	SECOND VINNE DISC VINNE VINNE
Ethnic Background Caucasian Native American African American Latino/Latina Asian or Pacific Islander Other	SECOND VINNE DISC VINNE VINNE
Ethnic Background Caucasian Native American African American Latino/Latina Asian or Pacific Islander Other Gender	2000 V 1000 DOG V 1000 VIII
Ethnic Background Caucasian Native American African American Latino/Latina Asian or Pacific Islander Other Gender Male	Other Information you would like us to know
Ethnic Background Caucasian Native American African American Latino/Latina Asian or Pacific Islander Other Gender Maie Female	2000 V 1000 DOG V 1000 VIII
Ethnic Background Caucasian Native American African American Latino/Latina Asian or Pacific Islander Other Gender Male Female Age	Other Information you would like us to know
Ethnic Background Caucasian Native American African American Latino/Latina Asian or Pacific Islander Other Gender Male Female Age Under 30	Other Information you would like us to know
Ethnic Background Caucasian Native American African American Latino/Latina Asian or Pacific Islander Other Gender Male Female Age Under 30	Other Information you would like us to know
Ethnic Background Caucasian Native American African American Latino/Latina Asian or Pacific Islander Other Gender Male	Other Information you would like us to know
Ethnic Background Caucasian Native American African American Latino/Latina Asian or Pacific Islander Other Gender Male Female Age Under 30 Under 40	Other Information you would like us to know
Ethnic Background Caucasian Native American African American Latino/Latina Asian or Pacific Islander Other Gender Male Female Age Under 30 Under 40 Under 50	Other Information you would like us to know
Ethnic Background Caucasian Native American African American Latino/Latina Asian or Pacific Islander Other Gender Maie Female Age Under 30 Under 40 Under 50 Under 60	Other Information you would like us to know

Board Committee Report Out Information Only Board Action Required Board	Hospital Sisters HEALTH SYSTEM		Date of Meeting:
1. 2. 3. B. Key Takeaways: 1. 2. 3. C. Recommendation(s) from Committee that Require Board Action: (if action is required of the Board, clearly state the Committee's recommendation below) 1. 2.	Board Committee Re	port Out	Information Only Board Action Required
2. 3. B. Key Takeaways: 1. 2. 3. C. Recommendation(s) from Committee that Require Board Action: (if action is required of the Board, clearly state the Committee's recommendation below) 1. 2.	A. Objective(s):		
3. B. Key Takeaways: 1. 2. 3. C. Recommendation(s) from Committee that Require Board Action: (if action is required of the Board, clearly state the Committee's recommendation below) 1. 2.	1.		
B. Key Takeaways: 1. 2. 3. C. Recommendation(s) from Committee that Require Board Action: (if action is required of the Board, clearly state the Committee's recommendation below) 1. 2.			
1. 2. 3. C. Recommendation(s) from Committee that Require Board Action: (if action is required of the Board, clearly state the Committee's recommendation below) 1. 2.	3.		
(if action is required of the Board, clearly state the Committee's recommendation below) 1. 2.	1. 2.		
2.			
	1.	,	
3.			
	3.		