Elements of Governance®

Providing CEOs, board chairs, directors, and support staff with the fundamentals of healthcare governance

A Series by The Governance Institute

Effective Board Meetings

Third Edition

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Stronger leadership | Healthier communities

Elements of Governance®

A Series by The Governance Institute

Elements of Governance® is designed to provide CEOs, board chairs, directors, and support staff with the fundamentals of not-for-profit governance. These comprehensive and concise governance guides offer quick answers, guidelines, and templates that can be adapted to meet your board's individual needs. Whether you are a new or experienced leader, the *Elements of Governance*® series will help supply you and your board with a solid foundation for quality board work.

Acknowledgements

The Governance Institute

The Governance Institute provides trusted, independent information, resources, tools, and solutions to board members, healthcare executives, and physician leaders in support of their efforts to lead and govern their organizations.

The Governance Institute is a membership organization serving not-for-profit hospital and health system boards of directors, executives, and physician leadership. Membership services are provided through research and publications, conferences, and advisory services. In addition to its membership services, The Governance Institute conducts research studies, tracks healthcare industry trends, and showcases governance practices of leading healthcare boards across the country.

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Introduction

Each hospital and health system board is unique based on the make-up of the individuals who serve as directors. Each board develops its own style and culture based on the mix of the personalities, experience, skill sets, background, motivations, and beliefs of its members. Fortunately, there are standardized approaches, structures, and processes that can be used as the basis for effective and efficient governance outcomes. This publication describes suggested approaches for board meetings to optimize the time, talents, skill sets, and resources of board members, individually and collectively, for the benefit of the organization, its mission, and the communities it serves.

Overview and Purpose

The purpose of this publication is to provide a roadmap for hospital/health system boards and their directors to hold effective meetings as a primary means of fulfilling their fiduciary duties and core responsibilities relative to the mission of the organization.[1] The recommendations provided are suggested guidelines as the board seeks to ensure that the organization fulfills its mission, vision, and strategic direction for the benefit of the corporate enterprise and the communities it serves.

Fiduciary Duties

Care	Loyalty	Obedience

Core Responsibilities

Quality Oversight	Financial Oversight	Strategic Direction	Board Development	Management Oversight	Community Benefit

The board only exists, in both a legal and functional sense, when it meets. Therefore, board meetings are the center of governance. The way they are planned and conducted—in addition to the dynamics that emerge in them—significantly influences the quality of governance.

Because boards are only boards when they meet, effective meetings and effective boards can be one and the same. Building an effective board—and effective meetings—requires diligent effort over time. But board meetings, the theatre of boards, sometimes draw severe critiques for poor performance.

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1   For more information regarding the fiduciary duties and core responsibilities, refer to *Board Orientation Manual* (Sixth Edition), The Governance Institute, 2020, available at www.governanceinstitute.com/boardorientation.

The reason? Failure to determine what matters most and to let those issues drive the meetings.

Effective board meetings create an environment that allows board members, individually and collectively, to fulfill their fiduciary duties and core responsibilities on behalf of the organization.

Board Committee Meetings

This publication deals primarily with meetings of the full board. For detailed information on elements of effective board committees, please refer to *Elements of Governance*®: Board Committees, available at GovernanceInstitute.com.

What Is an Effective Meeting?

Board meetings are about the powerful and creative job of strategic leadership. They are not about running an organization, but about what the organization should be running toward—not about what the organization does so much as what it is for.

If we polled board members on their "ideal" board meeting, we would probably find agreement on several key components: a focused agenda that contains only items of significance to the board, high attendance, succinct relevant information, free exchange of opinions and acceptance of diverse opinions, an emphasis on making decisions (not just debating), and a comfortable environment conducive to doing serious work.

Boards can go a long way toward realizing their ideal by recalling a few principles that contribute to effective meetings. For example, the meeting must have a clear agenda and should make appropriate use of a consent agenda (see the section entitled, "Strategic Content of Meetings" on page 12 for more information about how to use a consent agenda). It helps to use general rules—to keep the meeting on track. The chair and management must provide information in advance of the meeting so directors can do their homework. Discussions should have a narrow focus; they should stick to the item up for discussion and not range too far afield. Each agenda item must have an assigned timeframe/limit, and deviations from this limit must be agreed to by the group.

Sample Meeting Ground Rules

- Start and end on time.
- Always be prepared for meetings.
- Stick to the agenda.
- Focus on strategic, board-level issues.
- Listen respectfully.
- Be open to other board members' perspectives and opinions.
- Conduct board-related discussions (or disagreements) during the meeting.
- Base decisions on data and good judgment, not personal opinions.
- Be willing to test assumptions.
- Keep board materials and discussions confidential.
- Identify conflicts of interest.
- Evaluate every meeting.

It is tempting to equate stimulating discussion with an effective, productive meeting. However, active discussion does not guarantee board effectiveness. The board has to take distinct steps to advance discussion to a decision point. That is not always easy, but it helps to follow a few important guidelines:

1. Have clear objectives and desired outcomes for each agenda item and for the meeting overall.
2. Screen issues prior to placing them on the agenda. Identify whether the issue belongs to the CEO or the board. (If it's a CEO issue, chances are it does not need to be on the agenda.)

3. Make sure presenters are prepared. Review presentation slides ahead of time to ensure slides are concise and have the right level of detail for the board.
4. Provide background information/discussion materials to board members one week before the meeting, preferably using a board portal or other online resource.
5. Board members must come to the meeting prepared for discussion. This means they must read and understand the background information provided.
6. Time limits should be placed on discussion topics.
7. Members vote on the issue(s).

(See Appendix 1: *12 Suggestions for Conducting More Productive Board Meetings*.)

Effective Hybrid Meetings

While most boards have returned to having in-person meetings, some are still offering a virtual option. Hybrid meetings run differently than in-person meetings, and often require some creative thinking to ensure they are productive and that everyone remains engaged in conversation. Some tips for effective hybrid meetings include:

- **Develop expectations for a hybrid meeting.** Many will be similar to those outlined in a board-member compact, but may be expanded to address such questions as: Should remote participants be expected to keep their cameras on (yes!)? Is it acceptable to eat a meal during the meeting? What dress is expected? Can individuals participate while traveling in a car? Is it acceptable that someone near the remote board member could hear meeting discussions? These and other behavioral norms that are unnecessary to articulate for fully in-person sessions should be addressed. It is better to set the ground rules in advance.

- **Re-evaluate and redesign the board meeting agenda as necessary.** Break the ice at the outset of a hybrid meeting to make it clear that active participation from all is desired and expected. For example, rather than starting with the consent agenda and committee reports, consider launching the meeting with a strategic discussion related to finance, quality, innovation/growth, the physician enterprise, workforce/staff engagement, population health, or another topic critical to future success. Provide "pre-meeting thought questions" in the board packet and ask that everyone come prepared with two or three thoughts to get the conversation started.

- **Be realistic about timing.** When hybrid, the board may require more time to review or discuss an issue. Remote participants may need content to be repeated or clarified simply because they are not in the room. This likely will require that your agenda content be reduced/streamlined so it can comfortably fit within your scheduled meeting duration.

- **Have the board chair play an even greater-than-usual role in running the meeting**. Throughout the meeting, the chair should actively encourage dialogue and deliberately solicit opinions from those participating remotely. Chairing a hybrid meeting requires more energy and intentionality to address important issues while keeping the meeting moving.

Do's and Don'ts of an Effective Board Meeting

Susan Jones is late. Fred Christiansen is unprepared. Joe Peterson is dominating the discussion. Evan Frasier is carping. The meeting is 45 minutes behind the agenda. Everyone is frustrated and not much is getting accomplished.

What does it take to turn a tumultuous gathering into a productive meeting? Whether you are a director, the board chair, or the CEO, applying a few useful guidelines can produce effective board meetings that accomplish meaningful results.

Do

- Focus agendas on strategic and policy issues. A good rule of thumb is that 60–80% of board meeting time should be devoted to policy and strategy with 20–40% devoted to administration or operational matters and education.
- Distribute board agendas and meeting materials well in advance of each meeting.
- Look for opportunities to turn meaningful board discussion into policy guidelines. If consensus has been reached, could a policy be established to more quickly resolve similar issues in the future?
- Have clearly established policies regarding board member attendance.
- Conduct meetings in which all members are included. Solicit input from particularly quiet or reticent board members.
- Start and finish meetings on time. If necessary, build a small time buffer into the agenda to avoid running late.
- Decide which activities do not require the attention of the full board. Delegate to committees and staff.
- Negotiate to resolution. Once a decision is made, everyone must support the action.
- Continuously reinforce basic as well as advanced aspects of how to fulfill fiduciary duties and core responsibilities by new and seasoned directors.

Don't

- Conduct a retrospective of past actions.
- Focus on administrative detail or become sidetracked by trivialities.
- Allow interruptions or domination of the meeting by an individual or two.
- Expect board members to read and digest large amounts of information just prior to a meeting.
- Assume board members have endless time to devote to board matters.
- Waste valuable time bringing board members up to speed because they failed to attend a meeting or review the materials distributed in advance.
- Dwell on issues that can be tackled by a committee, single board member, or staff.
- Allow unresolved conflicts to manifest into disruptive dissension.
- Assume that new board members understand their roles and responsibilities without orientation or a job description.

How to Plan the Board Meeting

Appropriate and relevant board meeting content is derived from the job to be accomplished. It begins with the following questions:

- **What do we want to achieve at this meeting?**
- **How can the meeting best be organized to achieve this purpose?**

Crafting the agenda should be based on these two considerations.

The Agenda

The agenda is a carefully constructed plan for making the best use of board members' time. The selection of agenda items should be driven solely by what the board must address in order to fulfill its ultimate responsibilities and to execute its core roles. These items do not magically appear; they originate from three specific categories: routine, scheduled, and emergent.

1. **Routine items:** Those that appear on the agenda at every meeting and require little, if any, board action. Approving minutes of the previous meeting and receiving the report of the board chairperson and CEO are examples.

2. **Scheduled items:** Those that can be anticipated because of the nature of recurring work performed by the board and its standing committees. They require board policy formulation, decision making, or oversight activity, and are anticipated. Typically, these correspond to topics and timeframes from the board's "annual agenda"—a framework and/or document developed by the full board, a committee, the board chair, and/or the CEO for the upcoming year. They may appear on every meeting's agenda or be scheduled for only once a year, but in all instances they are predictable. Examples include:
   » Appointing, reappointing, and determining the privileges of medical staff members
   » Reviewing quality, utilization, and risk indicators
   » Assessing the performance of the CEO
   » Evaluating progress against a specified set of benchmarks (e.g., from the strategic plan)
   » Establishing financial objectives for the coming year
   » Reviewing and acting upon the report of the external auditors

3. **Emergent items:** Items that require board policy formulation, decision making, or oversight activity, but are not anticipated. Examples include an unexpected CEO resignation, the external audit uncovering irregularities, and other unanticipated strategic opportunities that surface (e.g., desired property comes on the market, target medical group seeks alignment, affiliation/acquisition request from an interested organization).

Type of Agenda Item	Definition	Examples	Board Control
Routine/Consent	Appear on the agenda at every meeting and require little, if any, board action.	• Approving minutes of the previous meeting • Receiving the report of the board chairperson and CEO	Minimal, because these items are preset.
Scheduled	Can be anticipated because of the nature of recurring work performed by the board and its standing committees. They may appear on every meeting's agenda or be scheduled for only once a year, but in all instances they are predictable.	• Appointing, reappointing, and determining the privileges of medical staff members • Reviewing quality, utilization, and risk indicators • Assessing the performance of the CEO • Evaluating progress against a specified set of benchmarks (e.g., from the strategic plan) • Establishing financial objectives for the coming year • Reviewing and acting upon the report of the external auditors	Great deal of control. These items account for the largest proportion of board meeting time and effort.
Emergent	Require board policy formulation, decision making, or oversight activity, but are not anticipated.	• An unexpected CEO resignation • The external audit uncovering irregularities • Desired property comes on the market, affiliation request, etc.	Little control because items are not anticipated.

For *scheduled* items, the following detail represents a standard plan for incorporating these items into the board agenda:

- Standing committees prepare a work schedule listing the recurring tasks it must perform, and when items will be forwarded to the board for deliberation and action.
- A master board calendar is then created. It specifies, for each meeting, both the scheduled items and an estimation of the time each item will consume.
- Using the master board calendar, the board chair, in partnership with the CEO, sets the final agenda[2] and, in addition, also includes other routine business and any emergent items.

Following this system helps boards avoid setting agendas meeting by meeting, and also ensures that meetings will produce results rather than seemingly endless discussions of lesser issues.

Agenda Tips

Reinforce the mission: Many boards begin each meeting with a reading of the organization's mission statement. This is often followed by someone providing a brief vignette or experience where "mission made a difference," or a recounting of a situation where mission was demonstrated in practice by a staff member, physician, or other associate.

Focus on strategy: Current recommendations are that the board should spend more than half of most board meetings discussing strategic issues as opposed to hearing financial, operations, and other reports. Make the effort to schedule and outline relevant topics and issues to discuss with the board. Periodic outside speakers can help. Questions about the strategic plan and implementation progress should also be reviewed. Periodically consider, "Do we have the right strategic plan in place? Is it being implemented effectively? Are there mid-course corrections that should be considered?" In addition, this time should be spent discussing and making decisions regarding quality/safety and financial issues that are of a strategic nature/related to the strategic plan.

Provide a fiduciary duty/core responsibility refresher: Consider adding an education agenda item periodically to review the components and questions listed in The Governance Institute's Board Self-Assessment survey ("BoardCompass"). Many board members are unaware (based on their survey responses) of key aspects of the fiduciary duty and core responsibility activities that they and the board should comply with. These are essential activities that can reduce potential risk and liability for the directors when they are reviewed, understood, and complied with. A periodic review and discussion of the status of these activities will be beneficial for all directors. The review can be coordinated by the board chair, CEO, board secretary, and other support staff. (An additional benefit is that rating scores on the board's next annual self-assessment are likely to improve.)

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2   In some organizations, the executive committee has this responsibility.

Even with a rational system for planning and setting the agenda, sometimes agenda items mushroom, almost out of control. In order to keep it manageable, the board must abide by a few general rules for its meetings. For example, it should:

- Adopt a board schedule for the year. The schedule outlines the board's plans and actions for the year, and these form a basis for board meeting agendas.
- Empower the chair to work on meeting details. The annual agenda/schedule forces the chair to honor the board's plan; the chair is responsible for the details.
- Review performance objectives annually. The board should go over its responsibilities and establish doable, yet meaningful objectives to which it can commit itself.
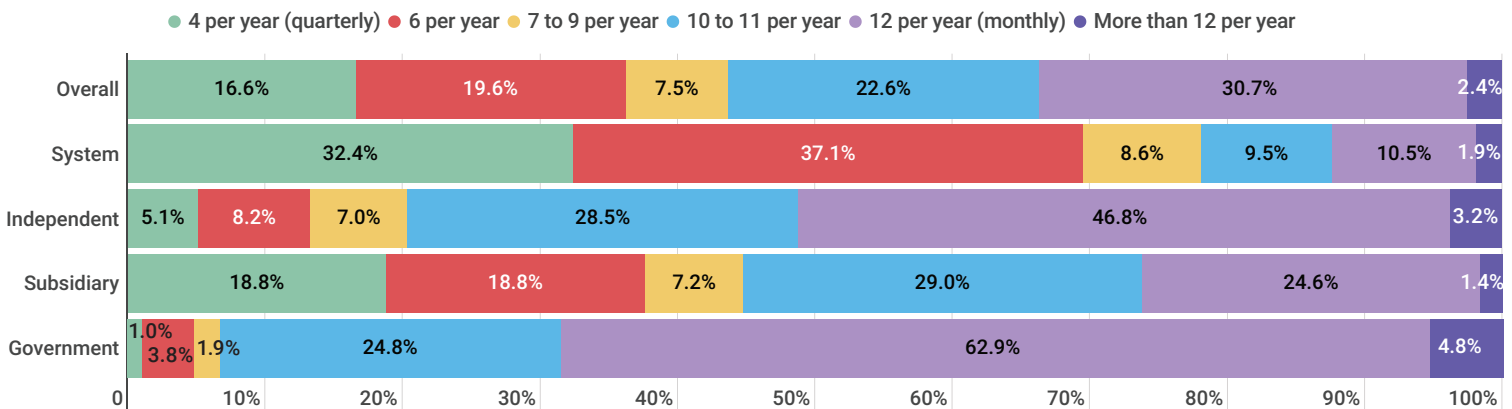
By organizing items into routine, scheduled, and emergent categories, you introduce forethought and planning into setting your board agenda, provide an excellent way to coordinate board and committee work, ensure that critical tasks are not overlooked, and force the board to budget its scarcest resource—time.

Board Meeting Frequency

H ow often does your board meet? Is it too frequently, not frequently enough, or about right? The frequency and duration of board and committee meetings should be determined by the ability of the group to accomplish its role, objectives, and purpose thoroughly and well. The board must balance time invested with value generated, results accomplished, and goals achieved.

The Governance Institute conducts and publishes results from a biennial survey of hospitals and healthcare systems to determine the status of current governance practices. A summary of board meeting frequency among responding hospitals and systems appears in the graph below.

Number of Board Meetings Per Year

● 4 per year (quarterly) ● 6 per year ● 7 to 9 per year ● 10 to 11 per year ● 12 per year (monthly) ● More than 12 per year

Overall	16.6%	19.6%	7.5%	22.6%	30.7%	2.4%
System	32.4%	37.1%	8.6%	9.5%	10.5%	1.9%
Independent	5.1%	8.2%	7.0%	28.5%	46.8%	3.2%
Subsidiary	18.8%	18.8%	7.2%	29.0%	24.6%	1.4%
Government	1.0% / 3.8%	1.9%	24.8%		62.9%	4.8%

0 10% 20% 30% 40% 50% 60% 70% 80% 90% 100%

Source: *Think Bold: Looking Forward With a Fresh Governance Mindset,*
The Governance Institute's 2023 Biennial Survey of Hospitals and Healthcare Systems.

According to the 2023 biennial survey,[3] the majority of boards (53 percent) meet from 10 to 12 times per year. Meeting duration tends to be in the two- to four-hour range (55 percent); many boards (36 percent) also meet for less than two hours. Some health system boards have longer board meetings (23 percent meet for more than four hours); since their board meetings are longer, many system boards meet only four (32 percent) or six (37 percent) times per year.

> ## The board must balance time invested with value generated, results accomplished, and goals achieved.

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[3] Kathryn Peisert and Kayla Wagner, *Think Bold: Looking Forward With a Fresh Governance Mindset,* The Governance Institute's 2023 Biennial Survey of Hospitals and Healthcare Systems.

Argument for Fewer, Longer Meetings

Governance experts note that a "growing number of boards are moving to a schedule of six meetings a year of no less than six hours (each) and an annual two- to-three-day retreat." The point of longer meetings is not to allow extra time listening to managers present endless details about the business, but rather to allow more time for open questioning and intellectual give-and-take on key issues.[4] CEOs and board chairs of some Fortune 500 companies have gone on record advocating fewer, longer board meetings.

Advantages of this schedule also include:[5]
- Allows for committees to meet in the "off months," which facilitates earlier and more synthesized advance board meeting materials with concise, meaningful committee meeting minutes and reports. This, in turn, can allow questions that may arise to be addressed prior to the board meeting itself, freeing up time for more strategic discussions.
- Allows for thoughtful board meeting agenda preparation two or more weeks before the meeting.
- May attract great future board members unable to commit to monthly meetings.
- Provides enough time for the board to see the results—or lack thereof—of a corrective plan of action implemented after the last meeting.
- Allows time for some issues to "resolve themselves" simply given the passage of time.

Examples from CEOs in the Private Sector

"I think there's a direct correlation between the number of meetings you have and the overall focus. The more meetings you have, the more tactical the issues that are discussed become."

"The reason for longer meetings is that you're trying to build a team that knows each other and has time for the full range of constructive discussion—not just present and react, present and react."

"(We meet) six times a year, once at the end of each quarter, once for discussion and approval of an annual plan, and once for discussion and approval of the long-term strategy. Meetings generally last four hours and focus on strategic issues."

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4   Ram Charan, *Boards at Work,* Jossey-Bass, 1998.
5   Marian Jennings, "Practical Tips for Better Board Meetings," *BoardRoom Press,* The Governance Institute, October 2019.

Strategic Content of Meetings

Governance experts recommend that boards devote more than half of their meeting time to strategic and policy issues. To accomplish this, they suggest using a consent agenda at each meeting to approve routine committee reports and routine management recommendations. Sometimes called a consent "calendar," it enables the board to group routine items and resolutions under one agenda item. When used properly and carefully, there is a general agreement that issues in the consent package do not need any discussion before a vote. Unless a board member requests removal of an item ahead of time, the entire package is voted on at once without any additional explanations or comments. Some examples of items that may be appropriate for inclusion in the consent package include:

- Committee and board meeting minutes
- Minor changes in a procedure
- Routine revisions of a policy
- Updating documents (e.g., address changes)
- Standard contracts that are used regularly (e.g., traditional in-house contract with a vendor)
- Confirmation of conventional actions that are required in the bylaws (e.g., signatory authority for a bank account, acceptance of gifts)

The consent agenda should be part of the board package made available to the board one week ahead of the meeting. Board members should thoroughly review the items of the consent agenda and if they have questions, they should contact the appropriate party (chair, CEO, person placing the item in the consent package) for clarification. If board members still have a concern, it is critical that they request that an item from the consent agenda be removed and discussed separately at the meeting.[6]

Good governance means making appropriate decisions in a timely manner. By the nature of their roles and responsibilities, boards should focus much of their time and effort on policy considerations and strategic issues rather than policy implementation or operational issues. Yet many boards devote much, if not most, of their meeting time listening to routine management and committee reports and attending to operational issues.

The Governance Institute's 2023 biennial survey found that boards continue to devote more than half of their meeting time to hearing reports from management and board committees. Meeting time spent in active discussion, deliberation, and debate about strategic priorities of the organization is 30 percent. Time spent on board member education is about 12 percent of meeting time. The 2023 survey analysis again showed a correlation between time spent discussing strategy at board meetings and overall board performance (i.e., the more time spent discussing strategy, the more likely respondents were to indicate that their board's performance of the fiduciary duties and core responsibilities is "excellent"). The biennial survey also showed that there is a statistically significant correlation between the use of a consent agenda and boards that spend 40 percent or more of their board meeting in active discussion

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6   It must be emphasized that the consent agenda should be used properly; if not, it puts the board and the organization at risk for failing to conduct due diligence (duty of care) if the organization is questioned by regulators regarding any issue of legal concern that may come to public light. Be certain that the items placed on the consent agenda are appropriate to be there and would be interpreted as such by regulators or auditors.

about strategic priorities (i.e., the use of a consent agenda helps to enable boards to spend more time in active discussion). Other strategies to *focus* the board on important issues include:

- Assertive board leadership
- Thorough meeting preparation by management and board staff
- Adherence to the meeting agenda
- Adherence to the discussion timeframes specified on the agenda
- Board member preparation prior to the meeting
- Establishing board meeting ground rules that include discussion etiquette or adherence to parliamentary procedures
- Effective use of committees

Recommended Reading:

Additional ideas and guidelines concerning these issues can be found in The Governance Institute's signature publication, *Intentional Governance: Advancing Boards Beyond the Conventional.*

Conflict in the Boardroom

Conflict in the boardroom does not necessarily signal trouble. Contention is often a normal dynamic in group relationships, and experienced businesspeople recognize that the typical structures and issues of organizations support, even nurture, that dynamic. In fact, experts note that an organization in which there is an *absence* of conflict may be an organization whose primary interest is maintaining harmony and order, sometimes at any cost.

Discussion Management Idea: Yellow/Red Cards

One organization has found a unique way for board members to signal when there is a need to pause or take a "time out" to regroup, clarify, or address unspoken issues. Each board member has been issued soccer referee "yellow/red" cards that can be used to indicate the desire to slow down or stop the discussion due to concerns that need to be expressed and explored from a neutral or clarifying position. Yellow signals a moderate concern; red a more significant level of caution. The cards are also used if there are concerns over potential conflicts-of-interest, hidden agendas, lack of transparency, legal questions, or other issues that are essential to address further.

Boards have an obligation to thoroughly examine and appropriately discuss issues; in doing so it is essential to seek divergent opinions and perspectives. The outcome must be to take the varying opinions and resolve them into a unified position. Expression of diverse points of view by board members is not an option; it is an obligation. Board members are duty-bound to bring the wide diversity of opinion that exists among them—they should reach out for differing points of view, bringing them and their proponents right into the boardroom. Boards may strive for elegant and dignified meetings, but this may end up compromising the dynamic opportunities in governance.[7]

Dispute, turbulence, and divergence are essential to a creative work group capable of responding to change. The board needs to recognize that cycles of harmony and discord, ups and downs, are natural and helpful as long as conflict focuses on issues and results in solutions that all can support.

There are three styles for managing conflict:[8]
1. **Power and Push.** Win your point by exerting your authority, dominance, or influence.
2. **Hope and Hide.** Hope for cooperation; if you don't get it, hide the problem.
3. **Give and Get.** Communicate your point of view, listen to the other person's, and negotiate a viable way to live together. It is important to develop a mutual understanding of the issues, expand the number of options available for dealing with them, and find an approach acceptable to both parties. It helps to start the process well-grounded and with a clear idea of where you stand and what you want.

Of the three styles, boards must opt for "give and get." Exercising individual power to force decisions, or avoiding/ignoring problems because a solution seems impossible, are not sustainable options and obviously do not contribute to board effectiveness. Compromise—give and get—usually furthers the overall cause of the organization, and there are guidelines for exercising this conflict-management style:
- When planned actions might not be accepted readily by another (group), involve the other in the planning at an early stage.
- Work together to define and get agreement on the overall purpose. Ask, "What do both of us need to do better together?"
- Listen closely to others' points of view and take their interests into account.
- Find and point out mutual advantages. Use their ideas whenever you can, and give them credit.
- When there is disagreement, break it down into a list of specific items on which you and the others agree and disagree.
- Do not ascribe motives to the other side; their motives are irrelevant.
- Start negotiations with the easier items first. Focus on what each side wants more of, less of, or differently.
- Don't forget the human factors—peoples' concerns about status, job security, their images, etc.

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7 John Carver, *Planning Better Board Meetings* (CarverGuide, Vol. 5), Jossey-Bass, 1996.
8 This section relies heavily on information from *A Force of Ones: Reclaiming Individual Power in a Time of Teams, Work Groups, and Other Crowds* by Stanley M. Herman, Jossey-Bass, San Francsico, 1994.

Conflict results not only from an active pursuit of opinion, it also can evolve from basic meeting breakdown. The table identifies some common problems that may result in conflict and/or meeting breakdown, and offers potential solutions to consider.

Problems that Result in Conflict and/or Meeting Breakdown	Solutions for Consideration
Meetings lack focus.	Refocus on agenda preparation and agenda control. Address two basic questions: 1) What is the purpose of the meeting? 2) How can the meeting best be organized to accomplish the purpose?
Individual roles and responsibilities are not clear.	Review your board "job descriptions" in a group setting. Differentiate between board issues and staff issues. Routinely place board education activities on the agenda. Consider outside board education activities (e.g., conferences, retreat).
Individuals engage in personal attacks.	Board chair reasserts control over discussion.
Leaders try to manipulate the meeting to further their own agendas.	Insist on active discussion; if necessary, suggest adopting a formal parliamentary procedure to ensure full participation.
Board members are overwhelmed with data.	Use dashboard reports; insist on executive summaries from committees and management.
• Discussions deteriorate into repetition and/or individuals "dig in" on their own points of view. • Board members become gun shy and try to avoid problems/conflicts at all costs. • Individuals can't find ways to communicate with one another.	Consider discussion-enhancing techniques such as "Round Robin" or "Nominal Group Technique" (see Appendix 2).
An overall negativity pervades the boardroom.	Try beginning the meeting with "good news" or success stories especially regarding "mission-in-practice" experiences. Set time aside for board member education (see suggestion on page 8 regarding activities taken from the BoardCompass self-assessment survey).
There are seemingly irresolvable personality conflicts between two or more members.	Board chair meets with these individuals. If the conflicts cannot be resolved, chair should consider asking for resignation of one or both.

Special Considerations for the Board Chair and CEO

The board chair and/or CEO have a particular interest in assuring effectiveness of the board meeting. As the two key players in determining meeting content and organization, it helps significantly if they pay attention to the little details as well as the substantive aspects of board meetings. We have detailed these considerations below.

Substantive Considerations

- Give careful attention to the selection and orientation of board members.
- Give the group a sense of purpose, momentum, and accomplishment.
- The board of directors has to have an overview of the mission, goals, progress, and problems of the organization, so a part of the board meeting has to be given to this kind of review. Sometimes a written report from the CEO is enough.
- Keep it interesting. Deliberately plan part of the agenda as a chance to learn some of the exciting things that are happening in the field, or knowing more about what the organization as a whole is doing. Incorporate positive mission-related experiences by associates, including physicians.
- Allow for regular, brief "heard on the street" updates and discussion on current events, competitor activities, and industry trends that can put strategy and implications into context.
- Don't be afraid of healthy controversy in meetings. Let people debate and even argue, but forbid personal attacks and keep discussion within the bounds and context of your meeting. Don't be too quick to refer the issue to a committee or to try to mask very real differences. If the going gets too hot, fall back on the board's ground rules for meetings to help organize the discussion and decision, but don't let that process take control of healthy exchange.
- There are times when it's better to let some people fall away or go away mad. Some people and some controversies are better moved out, so the organization can concentrate on what the clear majority wants to do. Remember that an organization can sustain only so much controversy.

The Details

- Provide adequate notice of the meeting, and give a reminder call a day or two in advance.
- Submit the agenda and background material at least a week in advance of the meeting. Use a board portal or similar online tool if possible for information access. The agenda should include time allotments for each agenda item, and the lead person presenting the item.
- The agenda and resource material should include intelligible financial reports—an income and expense statement, balance sheet, and budget status report.
- Don't expect that every board member will read everything. However, the presentations and discussion should start with the assumption that people have read the material in advance of the meeting, and it should become an embarrassment for members to ask questions or make comments that clearly indicate they have not done their homework.

- Pay careful attention to the physical arrangements. Make it comfortable, convenient, and see that it provides for maximum involvement (e.g., seating, room temperature, refreshments). Check the meeting room well in advance. Have staff make sure everything is "working."
- Pay attention to niceties; for example, large name cards placed in front of each person. Send the committee list with each agenda. Include first names and nicknames (if appropriate).
- Keep the group informed between meetings. Get the minutes out quickly.
- Occasionally have your meeting in a special setting. This doesn't necessarily mean a fancy restaurant. It can be one of your ancillary settings.

Board Retreats

Board retreats accomplish a broad range of objectives that might not surface in the boardroom. A multi-day off-site meeting can build teamwork, enhance board dynamics, encourage critical assessments of current and future strategy, and even change the course of the organization. It can give board members keen insight into the personal and professional relationships that encourage or disturb efficient and effective action, and may allow them to get a sense of management depth and competence.

We believe board retreats bring out the best characteristics of a working board. The longer timeframe provides depth, continuity, and opportunities for informal discussion and relationship building. Issues can be put into a broader context and can be linked to people and actions. It provides "total immersion"[9] (see sample retreat agenda in Appendix 3).

9   Charan, 1998.

Conclusion

Effective board meetings require the planning and participation of all involved—there are no passive participants. The group as a whole determines the annual agenda, delegates details to the chair and/or the CEO, and exercises responsibilities in the boardroom.

Individual board members participate with forethought, courtesy, critical thinking and analyses, and attention to results. This sounds formula, but board meetings rarely take place by formula. The magnitude of responsibility, abundance of complex information, required homework, and commitment to purpose typically make $H_2 + O = H_2O$ seem more like $e=mc^2$.

Preparation, attention to meeting dynamics, strength of purpose, focus, and courtesy contribute to an effective meeting. These elements may not always come together in a single meeting, but attention to their importance does help.

The appendices contain sample meeting agendas and a sample meeting evaluation form that can be customized for your organization. These, as well as the following Governance Institute templates, are available for members to download/customize at GovernanceInstitute.com/templates:

- Board Planning Calendar
- Sample Board Agenda Process Template

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Appendix 1:
12 Suggestions for Conducting
More Productive Board Meetings

1.	Board books, with agenda and background materials, should be made available (through a board portal or other online tool) to members one week prior to the meeting.	Background materials: • Summary reports • Only information essential for understanding, discussing, and acting on each agenda item • Must be thoroughly reviewed by board members
2.	If meetings take place at breakfast, lunch, or dinner, and a meal is planned, have the meal either before or after the meeting.	Eating and discussing usually wastes time and diverts attention from board work.
3.	Without exception, meetings should begin and conclude on time.	• Start and end times as noted on the agenda represent a contract with members that should not be violated. • Promptness conveys an attitude of seriousness, efficiency, and respect.
4.	When meetings last more than four hours, ensure there is significant break time included on the agenda.	Attention and energy levels seriously deteriorate after this period of time.
5.	Item sequencing on the agenda should have an explicit rationale.	Items both critical and time-sensitive should go on the top of the agenda so they can be addressed when everyone is relatively fresh, and to ensure they will be addressed even if time runs short. It is generally best to place a few of the less important items toward the top also. This allows the board to get "warmed up."

6.	Each agenda item should have an explicit objective and desired action that conveys what is expected of the board.	• *Consent items:* Require no significant action. Reviewing the minutes, receiving standard updates, and the consent agenda fall into this category.
		 • *Information items:* No discussion or action is needed. The flow of information is one way—from the presenter to the board members.
		 • *Discussion and input items:* Board discusses and provides consultation. An exchange takes place, issues are debated and discussed, but no action is necessary.
		 • *Action items:* The board work component of the agenda. These are related to the board's three core roles:
		  1. Policy making
		  2. Decision making
		  3. Oversight
		 (Items often take more time than anticipated, so build in a buffer.)

7. Each agenda item must be allocated a specific amount of time, and that time must be noted on the agenda.	If more time is needed to handle a given item, an explicit decision should be made "on the spot" about which other agenda items should be allocated less time or tabled. The agenda, with the revised time budget, should then be amended.
8. In order to effectively and efficiently handle action items, proceed in stages.	To make sure the deliberative process is systematic, the chair must ensure the board goes through the following steps, in sequence, and together: • Focus on understanding the issue, problem, or opportunity. • Articulate and understand the alternatives. • Weigh the alternatives, then decide. • Identify follow-up action to be taken as appropriate.
9. Consider not using formal parliamentary procedures such as Robert's Rules of Order.	These procedures were designed for very large groups, and may be unnecessarily cumbersome for small groups such as boards.
10. The board secretary should record a brief synopsis of each action item that is deliberated, the action taken, and the follow-up required.	The synopses can reduce the amount of information in the board minutes. The agenda, with action synopses and minutes, should be retained as formal board records.
11. Allocate time at the end of each meeting for assessment and evaluation.	Key questions are: • How effective and efficient was the meeting? • How can future meetings be improved? If done on a regular basis, the assessment helps to continuously improve meeting quality.
12. The board's standing committees should use the agenda management tools presented here.	These tools provide a standard format/process for planning, conducting, and recording the results of all governance-related activity in the organization.

Appendix 2:
Techniques to Encourage Discussion

Round Robin: Ensures everyone will be heard on a particular issue.

Guidelines:
- Formulate a clearly worded question to pose to the group.
- Go around the room, ask each person to give a one-word, one-sentence, or otherwise brief answer to the question, stating his or her current viewpoint
- Do not permit anyone to discuss another member's point of view or to interrupt or comment in any way during the round robin.
- After a round robin, have the group continue to discuss the question as before.

Nominal Group Technique: Allows individuals to generate ideas before reporting to the full group.

Guidelines:
- Make sure all members fully understand the objective of the nominal group session.
- Eliminate distractions while members individually generate a list of ideas on paper. Give members as much time as needed to do this.
- Allow members to take turns presenting one idea from their list. Go around the room until the members have presented all the ideas on their lists.
- Do not permit members to discuss, criticize, or compliment ideas as they are presented.
- After all ideas have been recorded by the group facilitator on a board or a large piece of paper, have the group clarify the list to ensure all members have the same understanding of each idea and to eliminate duplicates. Have the group choose the best ideas from the list. (The group may want to use a voting technique.)

Appendix 3:
Sample Meeting Agendas

Time Allocated	Agenda Item	Objective	Presenter	Background Materials
6:00–6:15	Call to order, welcome guests; "heard on the street" news update OR patient experience story/mission review	Information	Chair; patient/family guest	
6:15–6:20	Consent Agenda	Consent	Chair	A. Minutes B. Committee reports C. Update of board members' addresses/ phone numbers D. Medical staff credentialing (non-exceptions)
6:20–7:15	Quality initiatives update • Review of quality dashboard; revise and adjust • Target areas of focus for corrective steps • Report—sentinel event(s) • Patient/family case • Medical staff credentialing (2 exceptions)	Information/ discussion/ input/ decision	Chair of Quality Committee Guests/ MEC Chair	E
7:15–8:00	Report of the CFO & finance committee; review performance on value contracts	Information/ discussion	Finance committee chair and CFO	F
8:00–9:00	Final proposals for physician group acquisition	Decision	Chair, CEO, guests	G
9:00–9:15	Meeting assessment	Discussion/ input	Chair	H
9:15	Adjournment			

Sample Board Meeting Agenda with Framing Questions

12:00–12:30 p.m.	**Lunch and Invocation**		
12:30 p.m.	**Call to Order**	*Board Chair*	
12:30–12:45 p.m.	**Chair's Welcome and Meeting Overview**	*Board Chair*	
12:45–1:00 p.m.	**Consent Agenda*** • Board minutes • Committee minutes • Regulatory approvals	*Board Chair*	**Action**
1:00–1:30 p.m.	**CEO's Report and Discussion** *Discussion Question:* • *What, if anything, in the written CEO report do you think the board needs to discuss further at this meeting?*	*CEO*	**Discussion**
1:30–1:45 p.m.	**Break**		
1:45–2:15 p.m.	**Deep Dive Quality Report and Discussion**** • Quality (if needed) *Discussion Questions:* • *What should be the 5–7 key quality metrics that will be tracked and reported on for each entity in the system?* • *What 1 or 2 quality-related issues seem to need additional focus across the system (e.g., the poor read?)*	*CMO*	**Discussion**
2:15–3:00 p.m.	**Requested Board Actions or Significant Information Items**** • Significant standing items throughout the year • Significant transactions • Significant information items • "Asks" from committees or subsidiaries *Discussion Question:* • *What concerns, if any, do you have about the proposed acquisition of ABC Hospital?*		**Action or Information**
3:00–3:30 p.m.	**External or Internal Education Session** *Discussion Question:* • *What are the implications of this educational information for our board or committees?*	*TBD*	**Information**

*Items requiring health system board approval but not anticipated to require board discussion.

**Brief, concise presentations based on dashboard and materials provided prior to the meeting.

***Items to be covered based on "need" as decided by CEO and Board Chair.

(continued on next page)

3:30–4:30 p.m.	**Strategic Topic Discussion**	*Board Chair*	**Discussion**
	Discussion Question:		
	• *What do you need further information about so that at the next board meeting, you will be comfortable voting on this strategic issue?*		
4:30–5:00 p.m.	**Meeting Evaluation**	*Board Chair*	**Discussion**
	Executive Session (If Needed)		
	Adjournment	*Board Chair*	

Source: **ACCORD** Limited.

Sample Agenda for an Annual Strategic Planning Board Retreat

Objectives:
- Validate and confirm our mission, strategic vision, and core values.
- Review industry and environmental trends; identify their strategic and business implications for the hospital, patients, medical staff, associates, board members, and other key stakeholders.
- Outline the strategic priorities and organizational plan framework (goals, performance metrics, strategies, timing, and responsible individuals for the next five years).

Agenda (Day 1)

Friday		
8:00 a.m.	Welcome, introductions, purpose, desired outcomes	*Board chair*
8:15 a.m.	Baseline questions: challenges and opportunities (survey review)	*All discuss/* *Outside facilitator*
9:00 a.m.	Industry update: essential trends and implications for strategy	*Outside facilitator*
10:15 a.m.	State of the organization: current performance and outlook ● Quality and patient safety, operations, finance ● Market position ● Delivery network ● Medical staff	*Leadership team*
11:15 a.m.	"Vision-By-Design" scenario planning exercise	*Work groups*
12:15 p.m.	Lunch (working)	*All*
1:00 p.m.	Mission, strategic vision, core values review (validate, confirm)	*All participants*
2:00 p.m.	SWOT review/critical success factors and priorities	*Work groups*
3:00 p.m.	Power break	
3:15 p.m.	Strategic plan framework: goals and performance metrics	*Outside facilitator*
3:45 p.m.	Strategy development for pillar/goal categories	*Work groups*
4:45 p.m.	Group reports	*All participants*
5:15 p.m.	Takeaways (day one); review of day two; homework assignment	*Outside facilitator*
5:30 p.m.	Adjourn (day one)	
7:00 p.m.	Reception and dinner	*Participants/guests*

(continued on next page)

Agenda (Day 2)

Saturday		
7:30 a.m.	Continental breakfast	*Participants/guests*
8:00 a.m.	Welcome (day two), objectives (finalize strategic plan framework)	*Board chair*
8:15 a.m.	"Competitor Board Exercise" (market strategy validation exercise)	*Work groups*
9:00 a.m.	Group reports/input into strategic plan	*Work groups/all*
9:30 a.m.	Power break	
9:45 a.m.	● Strategic plan review: part two ● Accountability, timing, follow-up milestones ● Plan to roll-out strategic plan to departments, service lines	*Outside facilitator*
10:45 a.m.	Barriers to success/risks and response	*All participants*
11:15 a.m.	Takeaways, other issues to address/commitment to action	*All participants*
12:00 p.m.	Next steps, responsible individuals, timing, follow-up activities	*Outside facilitator*
12:15 p.m.	Closing comments	*Board chair*
12:30 p.m.	Adjourn (hotel check-out), lunch	

Appendix 4:
Sample Meeting Evaluation Form

Criteria	Agenda Item					
	Item 1	Item 2	Item 3	Item 4	Item 5	Item 6
Was this item appropriate for board consideration?						
Was sufficient background information included?						
Was the issue strategically important for the organization?						
Was the issue clear?						
Were alternatives presented and assessed?						
Was the discussion focused?						
Did we spend the right amount of time on the issue?						
Was the outcome acceptable (e.g., decision made, decision postponed)?						

Suggestions for improving future meetings: