Governance Notes

Welcome to The Governance Institute's Governance Notes!

This newsletter is designed specifically for governance support professionals with information and expert opinions in the area of hospital and health system governance and updates on services and events at The Governance Institute. We hope you find it beneficial in helping you keep your board performing at its best. We welcome article submissions related to the board support role, ideas for future topics, and feedback on how we can better support you in achieving optimal board performance. Please contact us at kwagner@GovernanceInstitute.com.

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The 10-Minute Education Session

By Leeza L. Bacon, M.B.A., MidMichigan Health

Education on a variety of topics is the key to excellent governance, but we all know how difficult it is to fit into busy volunteer board members' schedules. From developing governance best practices to knowing more about the healthcare industry, education develops board members' knowledge, guides them to be better advocates and ambassadors for the organization, and enables them to successfully perform their fiduciary duties. So, what are some ways to ensure they have the right information?

MidMichigan Health offers educational opportunities in a variety of formats such as quarterly newsletters, alert emails of special interest, 10-minute education sessions, national speakers, annual retreats, reading materials, and more. This article focuses on incorporating the 10-minute education session into your board meetings.

At MidMichigan, every board meeting agenda begins with the 10-minute education session. For those meetings when a meal is served, the education takes place while board members eat, before the meeting is called to order.

These education sessions have to be a singularly focused topic that is relevant and of interest to the board, and that can be covered in this short amount of time. It is an opportunity to engage all members in a relatively small group forum where they hear the same information at the same time. Topics can come from a multitude of opportunities, such as current in-the-news healthcare-related items, new services offered by the organization, governance-related activities, prior inquiries by board members, and aspects of healthcare reform.

Topics may even be more detailed information regarding something board members will be acting on later during the meeting or a subsequent meeting. This is an opportunity to help them make a more informed decision. Board members have found that these 10-minute sessions are a positive way to begin an engaging meeting.

For these sessions, there isn't any pre-meeting activity required by the board members. All information is presented during the session. Documents can be added to the beginning of the meeting book before the agenda for reference, but even that is not necessary. Presenters usually provide PowerPoint presentations, handouts, or just verbally present their information. MidMichigan has found that the more comfortable the presenters are with their material, the more engaged the board members are so it helps to be strategic with who you have present.

To ensure presenters have as much time as possible to develop their topic of education, MidMichigan has an education calendar with suggested topics throughout the year so everything is planned out well in advance. The challenge for the 10-minute session is that current hot topics can override scheduled topics. In these cases many times the scheduled topic can be turned into reading material and placed at the end of the meeting book. Having this flexibility can be helpful in the healthcare industry where things are constantly changing and these sessions are a great opportunity to address timely topics.

Based on MidMichigan's experience, suggestions for topics and presenters include:

- **Current events**: Information can come from a variety of resources such as news articles, The Governance Institute, or other research groups or publications your organization subscribes to. These topics can be presented by a governance support person or a staff member whose duties are closely related to the topic. For instance, if there is competitor activity in the news, the business development director can present the material and guide discussion.
- **New services**: It is a great opportunity for subject matter experts to share information regarding new equipment, services, projects, etc., with board members. The staff member can provide videos, brochures, or other marketing material to showcase what is new and help answer any questions.
- **Governance-related activities**: These 10-minute education sessions can be used to address governance-related activities. For example, we have used them to teach board members about updates in the board portal. It is critical that board members engage in the board portal to access pertinent information in a timely manner. These sessions have helped board members be more comfortable accessing the meeting books and other resources so they are more hands on in the governance process.
- **Prior inquiries**: It is important for board members to know that management is listening to them and responding to their inquiries. These education sessions are a perfect place to follow up with them and answer their questions. The administrative leader of the group or a staff member closest to the topic of the inquiry can present the information.
- **Healthcare reform**: Board members need to know about and understand healthcare reform to effectively govern their organization. This is a good opportunity to present current requirement changes and the status of the hospital's or health system's compliance.

Don't forget the great resources at The Governance Institute. MidMichigan has had our account manager and other experts call into governance meetings to present information and have conversations with our members during the 10-minute sessions.

It's important to note that the education session should not be confused with the executive session, which is used by the board to address issues that are best discussed in private, to assure confidentiality, and for the board to talk openly about topics that require special treatment. Each MidMichigan board agenda includes an executive session at the end of the meeting, if needed. Executive session, by definition, is exclusive to board members, but others, such as professional advisors, may be invited to join for part or all of the session. The most common reasons for these sessions include executive performance and/or compensation review, personnel issues, and peer-to-peer board discussions.

As we all know, time is short and education is important, especially with everything going on in healthcare today. The 10-minute education session is one delivery method for engaging board members in a meaningful way.

The Governance Institute thanks Leeza L. Bacon, M.B.A., Governance and Policy Supervisor at MidMichigan Health, for contributing this article. She can be reached at Leeza.Bacon@midmichigan.org.

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Leveraging Board Effectiveness: Increasing Committee Communication

By Marian C. Jennings, M.B.A., M. Jennings Consulting, Inc., and Guy M. Masters, M.P.A., Premier, Inc.

Communication among the various board committees at a hospital or health system can be tricky. Too often, committees find themselves working in their own silos rather than coordinating together for the betterment of the organization. While there are no hard-and-fast rules around board committee communication, it is clear that having a culture of open communication and teamwork is critical to governance success.

Healthcare boards should take time to consider if committee communication is effective or if this is something that needs to be addressed. Some ideas for improving committee communication include:

- **Have related committees come together**. For example, it may be valuable for the finance and quality committee to hold a joint meeting annually. This meeting would help members of the committees recognize the link between quality (under value-based purchasing/alternative payment models) and financial performance. These two committees may fail to see this important connection, so creating a meeting focused on "value"—including the relative cost position of key components of the enterprise—can be beneficial.
- **Ensure overlap between the executive committee and committee chairs.** Use the executive committee as a vehicle to ensure coordination of activities via the chairs. This doesn't take much time and can help with committee coordination.
- **Establish clear roles and work plans**. Require that each committee review its charter annually (in more than a pro forma manner) and recommend any changes, and that they develop and utilize a committee work plan. This should be a requirement and both need to be approved by the board. Having these clearly defined goals and expectations will ensure that needed committee work is being accomplished and creates understanding around the roles and responsibilities of each committee.[1]
- **Align committee work with organizational goals**. Create an annual board calendar around the organization's goals, and do a "deep dive" on one goal/focus area each board meeting. Committees should align fairly well with these areas of focus. This will give the board opportunities for generative discussion about the work of key committees.

If the board feels like committee communication is an issue, the first step could be for the board chair to hold a meeting with all of the committee chairs. This will give everyone the opportunity to weigh in and work together to come up with some solutions. A solution generated by the group will have much more buy-in from everyone, which will lead to a better end result. If certain people are reluctant, the board chair could then schedule some one-on-one time with them to dig deeper into this challenge.

Another option might be to have a consultant come in and interview the committee leaders, or even all of the committee members, if needed. After gathering information, the consultant could facilitate a meeting with the committee chairs to get any problems out in the open, address why they exist, and then create an action plan to move forward.

Final Word

Efficient, effective boards recognize that the real work of governance is accomplished through the committee structure and the outcomes of their work efforts. Committees have the ability to leverage the talents and resources of directors to a greater degree in these subject-focused teams with the potential of creating multiple returns for the overall board group. An effective board chair will proactively coordinate the work

[1] For more information on committee charters and work plans, see *Board Committees, Second Edition*, Elements of Governance, The Governance Institute, 2016.

efforts and outcomes of the committees by providing clear performance expectations, specific guidelines, and improved communication processes that integrate and align the work efforts across these teams.

The Governance Institute thanks Marian C. Jennings, President, M. Jennings Consulting, Inc., and Guy M. Masters, Principal, Premier, Inc., for contributing this article. Both Marian and Guy are also Governance Institute advisors. They can be reached at mjennings@mjenningsconsulting.com or (610) 355-0610 and Guy_Masters@PremierInc.com or (818) 416-2166.

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Key Components of a Board Mentoring Process

A formal board mentoring program will help board members contribute more productively and more quickly in their new role. Often seasoned board members toss around mission-related language, past events, or ideas that new board members don't fully understand. This may cause the new board member to avoid asking questions for fear of being viewed as incompetent, foolish, or unprepared. Matching up new board members with experienced board members as mentors helps them feel at ease in the boardroom and alleviates the pressure of having to "know it all." This approach not only gives new directors a specific resource person for questions over time, but offers them a role model as they observe effective governance in action.

An effective mentoring program will also help new board members to understand more clearly answers to 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?

A well-organized and executed mentoring process is more likely to create higher satisfaction and comfort on the part of the new board member regarding the tremendous responsibilities that accompany the appointment. It shows respect for the time commitment, intellectual engagement, knowledge contributions, and support for the overall mission and fiduciary duties placed upon candidates who willingly engage in and accept the mantle of responsibility for the governing process. This article looks at the key components necessary for an effective mentoring process.

The Objective: Mentoring in Action

The goal of establishing mentoring relationships is to help new directors gain a better understanding of the healthcare industry; the organization's history, structure, and operations; and to help them prepare for their roles and responsibilities.

Mentoring can also help offset feelings of isolation and/or confusion, even if the director is not new to the board. Some organizations assign a seasoned or energetic board member to mentor an existing under-performing colleague on the board. When approached appropriately, this relationship, along with encouragement and advice, can help jumpstart the performance of both the mentor and the protégé.[2]

Many hospitals and health systems have programs that pair board members who have served at least one term[3] with newer members—those who have served two years or less. The objective is to provide additional orientation and assistance to newer board members as they work to fulfill the roles and responsibilities of their position.

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[2] "Dealing with Deadwood Board Members," *Nonprofit Organization Management,* 2001.
[3] Most often, total term length consists of three three-year terms; mentors must have completed their first three-year term.

When and How Should Mentoring Occur?

Many board mentoring processes are flexible and generally not tightly structured. Regardless of the approach, the following process guidelines will be useful in designing an effective program:

- **Clarify the purpose and objectives**: At the outset, the board chair, mentor, and mentee should agree (and commit to writing) the purpose, desired outcomes, and objectives for the relationship. More formalized programs will already have objectives and outcomes stated, and these can be added to or modified to fit the participant's unique needs.
- **Activities, agenda, and timing**: A mentoring program will be more effective if a specific framework of activities, topics, and meeting timeframes are outlined in advance. This can be as simple as agreeing to a meeting schedule. A schedule of specific topics should be identified to discuss at each session. This helps reinforce commitment to the process and establishes expectations for content and advanced preparation.
- **Resources to consider**: At the outset of the process, identify articles, white papers, books, and other resource material from reliable sources that can be used as background information for discussions around specific topics.[4] Reading and discussing these types of materials brings focus and clarity that will enhance the discussions as mentors and mentees explore application of the principles to board practices. Other resources include other members of the board or directors from other organizations. Be expansive and creative in thinking about ways to bring other resources into the discussions.

Choosing a Mentor

Mentors are usually more senior, seasoned board members, and have usually chaired one or more committees. It is important to look at the skills and areas of expertise of those who will serve as mentors and then identify needed competencies (personal and professional) of the new board member. Make these part of your criteria in pairing a mentor with a new board member; try to pair those whose skills are complementary rather than supplementary.

Staying on Track

New board members come with a wide range of experience. A mentor should be sensitive to how much mentoring a board member needs. Has the new member served on a board before? If so, what type? Does he or she have any healthcare background, fundraising experience, medical training, or advocacy/lobbying experience? These are some key elements in determining areas where a new board member may need coaching and will help establish an initial relationship for candid, informal two-way discussion.

New board members also need to understand informal dynamics of the board, as it may be different from their experience on other boards. The mentor should help the new board member understand the different personalities on the board, such as:

- How do board members interact with each other?
- Are some board members more aggressive or passive in their approaches?
- Do some board members raise more questions than others?
- Do some board members have special circumstances that should be taken into consideration?
- How do individual board members contribute to the board as a whole?

By getting a heads up on the different profiles that make up the board, the new board member will not only know what to expect, but also how to relate to the other members. It is crucial, however, to *avoid the danger of biasing a new board member with this type of discussion*.

Finally, a mentor may become too busy to fulfill his or her obligation and unaware that he or she is not contributing as much support as necessary to bring the new board member up to speed. If this occurs, the person being mentored should bring this to the attention of the board chair or CEO. The board chair or CEO will then remind the mentor that accepting a mentoring assignment is a commitment. The mentor must

[4] The Governance Institute has over 30 *Elements of Governance®* publications on nearly every relevant topic for governance effectiveness.

make time to be sure the new member does not feel left behind.

Timeframe

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. (See below for sample evaluation forms.)

Click here to view New Board Member Evaluation Form.

Click here to view Mentor Evaluation Form.

Conclusion

It is essential that governance training, onboarding, and mentoring be rigorously developed, constantly improved, and consistently implemented to increase the likelihood of individual and collective board effectiveness.

Mentoring is only part of the overall orientation equation. It does not replace a formal, comprehensive orientation program, or an organized set of discussions and readings. The objective of mentoring is to share, in a friendly and efficient manner, "how we do things to be as effective as possible in fulfilling our fiduciary duties and responsibilities." It is important, however, that this guidance does not stifle new ideas or fresh thinking about how processes could be enhanced in the future. There really is no mentoring formula. Many boards see it as an effective and positive program to enhance a new board member's knowledge and experience, and allow them to fully participate and engage productively in governance more quickly. Experiment with it; re-work and constantly improve it. Don't hesitate to take a few trials to make it right for your organization.

This article is an excerpt from Board Mentoring (Third Edition), part of our Elements of Governance® *series. The full publication provides more details about the mentoring process and the role of the mentor and new board member.*

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New Resources for Supporting Your Board

E-Briefings, Vol. 13, No. 4
The July issue had articles on avoiding accidental political activities, mitigating risks of individual director liability for corporate misconduct, and physician leadership needed to enable true integration.

Focus on Finance: Critical Issues for Healthcare Leadership
This Webinar highlights key issues that require the board's attention, and outlines the importance of understanding essential finance mechanisms and planning processes.

***BoardRoom Press*, Volume 27, No. 3**
The June issue included articles on serving complex patients, knowledge around nursing, leading an organizational turnaround, the volume vs. value scale, and a special section on population health.

Focus on Finance: 10 Critical Issues for Healthcare Leadership, Second Edition
The 2016 signature publication describes in-depth the financial concepts and integrated strategic/financial planning processes required to have a less costly and more efficient and effective healthcare delivery system.

To see more Governance Institute resources and publications, visit our Web site.

Recently Released Publications in Our *Elements of Governance®* Series

Board Mentoring, Third Edition: Provides guidelines for developing a mentoring program, discusses roles of the mentor and new board member, and provides sample evaluation forms to determine how the process can be improved in the future.

Succession Planning, Third Edition: Helps the board create a leadership transition plan that facilitates an orderly transition to new leadership. CEO turnover can cause major disruption in an organization, but a well-thought-out strategy, with a clear transition plan and effective ways of communicating the change to stakeholders, will make the process run more smoothly.

CEO Performance Evaluation in the New Healthcare Industry, Third Edition: Offers the basic rationale for a formal, continuous process of board evaluation of the CEO, suggests a process for getting started, outlines the components to have in place to administer such an evaluation, and provides three sample evaluation tools.

Board Committees, Second Edition: Explores six keys to committee effectiveness and the various committees often used to help boards fulfill their oversight duties. Also included is a framework to develop committee charters and samples of a meeting calendar, meeting agenda, and a board and committee education program.

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Upcoming Events

[Governance Support Forum](#)
Marriott Marquis San Diego Marina
San Diego, California
August 7–9, 2016

[Leadership Conference](#)
The Broadmoor
Colorado Springs, Colorado
September 11–14, 2016

[Leadership Conference](#)
Omni Nashville Hotel
Nashville, Tennessee
October 30–November 2, 2016

Click here to view the complete programs and register for these and other conferences.

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Physician Leadership Program

September 11–13, 2016
The Broadmoor
Colorado Springs, Colorado

This leadership program is designed to strengthen the skills and knowledge of physicians who are engaged in medical staff, group practice, and performance management activities with hospital/health system practitioners. It will also familiarize participants with the growing roles of physicians in the governance of healthcare organizations, including employed group practices and ACOs. This will be an interactive program that will engage audience members through discussion of case scenarios and common problems facing physician leaders.

Click here to learn more and to register.

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