

Trustee Insights

BOARD MEETINGS



Creating Value as a Committee Chair

Key learnings to ensure committees run effectively

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You've heard the phrase, "committees do the heavy lifting for the board," meaning that active, engaged board committees are the engines of high-functioning boards. So, it stands to reason that the committee chair role deserves focus and attention to optimize the committee's contributions to fuel the board's engine. From standing and ad hoc committees to task forces and advisory coun-

cils, a board accomplishes its work through a variety of smaller groups. The chair of the group is responsible for ensuring the committee runs effectively and fulfills its charter and workplan. In this article, I'll share my key learnings from serving as a committee chair for multiple committees and providing governance coaching and development to my clients.

Committees

Boards need to regularly evaluate their existing committee structure and be ready to adjust based on the organization's changing governance needs. Just as every board

is unique, every board's committee structure is unique. According to the [AHA's 2022 Governance Survey](#), most organizations have a finance, executive, quality/patient safety, governance/nominating and audit and compliance committee. Emerging committees include executive compensation, strategic planning, community benefit/mission and fundraising.

Most boards continue the same committee structure from year to year with little thought given as to what the committees do or whether they are still relevant. As a result, the committees have vague objectives, meetings are unproductive and members become disengaged.

Committees should perform regular self-assessments to determine if they are working effectively, achieving their established goals and providing value to the organization. Some boards do a full board self-assessment every other year and a committee evaluation every year. Committee chairs, like any leader, need regular feedback to ensure they are providing optimal value.

If you don't have an evaluation tool, use the committee charter (for each committee) as a starting point and generate questions to provide a comprehensive assessment. A Likert scale can be used for rating, with space for comments. A sample is below. The goal is to achieve 100% participation from all committee members. Once the data is collected and collated, it can

be shared and discussed during a committee meeting. It's also helpful to document year over year comparisons. The chair is responsible for leading the discussion with the committee to create development plans to address any gaps.

High-performing boards periodically take a fresh look at the committee performance, structure and practices to determine whether they are keeping pace with the board's expanding and changing responsibilities and priorities. The Governance Committee is often charged with leading this activity. After doing an assessment, changes may be warranted, such as upgrading the committee chair role; adding new committees; revising committee charters; changing membership; engaging non-member experts; reallocating oversight; or altering committee meeting formats (e.g., frequency or length). Topics such as cybersecurity, workforce, artificial intelligence and external partnerships are frequently on the board's agenda. Some boards are adding committees and/or task forces to provide adequate oversight of these areas.

Role

This section will focus specifically on the committee chair role. Expectations for committee chairs have continued to evolve as board oversight becomes more complex, bringing new challenges and responsibilities to the boardroom. Committee chairs should provide actual leadership to the committee. Having domain expertise, such as quality or finance, is not enough. The role requires intentional work

Likert Scale

SPECIFIC DUTIES: The committee is effectively performing the following general duties listed in the committee's charter (list all duties and evaluate each).

OVERALL EFFECTIVENESS: The committee is working effectively, and I am satisfied with the committee's contribution to the Board.

COMMITTEE MEETINGS:

- **Schedule** — frequency and length of committee meetings is appropriate.
- **Meeting Content** — The agenda for committee meetings includes what is important. Allocation of time for agenda items is appropriate.
- **Substantive Meetings** — There is sufficient time in meetings for substantive discussion about important committee matters.

COMMITTEE INFORMATION & SUPPORT:

- **Relevant Information** — The committee is receiving the information it needs to fulfill its responsibilities in easily understood formats.
- **Advance Information** — Information provided in advance of committee meetings is adequate and timely and enables me to prepare for/participate in committee discussions.

COMMITTEE COMPOSITION — The committee has an appropriate mix of skills and backgrounds to meet its responsibilities.

COMMITTEE SUPPORT — Staffing and related support for committee meetings is appropriate.

COMMITTEE CHAIR FEEDBACK — Please provide any comments that will help the chair be even more effective next year.

NEXT FY FOCUS — If there are particular topics or issues that you believe this committee should focus on for the coming FY, please share your thoughts below.

in terms of translating the board's goals for the committee into meeting agendas and work plans. It requires strategic acumen to ensure the actions taken by the committee are consistent with the committee charter and that the committee's goals are aligned with the organization's mission and strategic plan. The chair serves as the committee's key point of contact for the Board, CEO and senior executives and is the leadership voice for the work.

Committee chairs should work collaboratively with a staff liaison to prepare background materials for committee meetings, schedule

committee meetings, prepare minutes and reports and keep the committee functioning. Approaching the relationship as a partnership allows the committee to fulfill its responsibilities effectively and efficiently throughout the year. The quality of each committee partnership between the chair and staff liaison will contribute to the overall board/CEO and staff relationship.

The chair is responsible for facilitating committee meetings, communicating updates and keeping committee members engaged. Running an efficient meeting and facilitating each agenda

item towards the best outcome is an important task. Organize the meeting agenda in order of priority. It's a good practice for the chair to overview the agenda topics and start each discussion setting some context with framing comments, time limits and expected outcomes. Remind people where you are in the "journey" (e.g., "Last meeting we heard about a patient safety issue. Today, we'll be hearing about the work staff has done to eliminate the risks we discussed"). In other words, why are we discussing this topic, for how long and what do we need to accomplish? Preparing notes before you speak refines your message, reduces rambling and keeps you on track.

However, navigating the role requires skills beyond effective project management. Outstanding communication and collaboration skills are a must. The chair needs to create a psychologically safe environment that fosters productive and open dialogue. Ensuring that all voices are heard requires careful listening and insightful questions. Fostering constructive debate will ensure oversight is met. When there is trust between committee members and staff, there will be transparency and openness on flagging performance issues, serious risks, negative trends and red-flag issues, all critical elements of effective oversight. Effective chairs can read people well, adjusting their behavior in response to body language and tone observed in the meeting. As chair, it's important to build relationships with fellow

committee members. Learning about their interests and motivation for serving on the committee can deepen understanding and foster ways to engage them.

Most boards shifted to a virtual meeting format during the pandemic. Some have continued meeting this way, others have returned to in-person meetings. If virtual, committee chairs need to be proficient in engaging committee and staff members during remote discussions.

The chair is responsible for identifying when an issue (e.g. a financial metric that is declining) should be placed on a future agenda for further attention and loop closure. With few exceptions, committees have little formal power or authority, so they must be respectful to work successfully toward an outcome. If a committee member gets off track, or an issue falls outside the committee's charge, the chair's responsibility is to redirect and/or refer it back to the board, to a more appropriate committee or to management.

Chairs report on the work of their committee to the Executive Committee and the full board. Distilling conversations into key issues, testing for consensus, crafting recommendations and ensuring accurate summaries are reflected in the meeting minutes is required. I often notice wide variability in committee reports. One committee chair provides a concise, high-level summary and another replays the committee meeting. Repeating what's in the minutes is

a waste of time. This variability is an opportunity for clarifying expectations and creating reporting standards. Preparing and communicating several cogent "bullet points," starting with the most important point first, will enhance attention and focus.

Committee chairs are responsible for addressing behaviors that are disruptive to the committee's work (e.g., disrespectful behavior, poor attendance). The role can involve mediating personality conflicts and disputes between committee members, so well-developed conflict management skills are essential. It is wise for the committee chair to consult with the board chair and align on a plan before having a performance conversation with another board member.

Summary

Effective committee chairs are a critical asset for a high-performing board. Be sure to give focus and attention to this important and challenging role to optimize the committee's contributions to fuel the board's engine. Recruit the right people, provide them with support and feedback and acknowledge their leadership to gain the most value from the role.

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