

Trustee Insights

GOVERNANCE EFFECTIVENESS



Great Governance Housekeeping

How to Keep Your Board Functioning at a High Level

BY KARA WITALIS

The concept of keeping the house in order is not cutting-edge or provocative — it's just the essential work of good hygiene, maintenance and upkeep. It's vacuuming the corners, dusting the shelves, rewiring faulty circuits. It's fixing the leaky roof.

In a well-kept governance house, the board is both literally and figuratively well cared for and maintained. It's free of clutter and contaminants.

The systems function as they should. Like a well-maintained home, a well-kept board is more likely to be safe, secure and stable. With clarity of purpose and process, a well-kept board reduces confusion, limits drift and distraction, and ensures that resources (including the precious time of its trustees and executives) are used wisely. It also builds trust and reliability — among board members, between the board and chief executive, and with

The Great Governance Housekeeping Checklist

- 1. Assess the situation.** Examine the board's processes and see where things can be fine-tuned, cleaned up or cleared out. Often referred to as the board self-assessment, this is the first step to understanding the board's strengths and identifying opportunities for improvement. The assessment is best accomplished with input from all members of the board and the chief executive. In some instances, it's wise to gain input from other key members of the executive team, medical staff leadership and legal counsel.
- 2. Create a plan.** Identify the issues that are most likely to impact board effectiveness and prioritize the work needed to address them. Not every problem requires a full-scale overhaul — some may just need a little dusting, while others call for deeper renovation. Focus your energy on the fixes that will bring the greatest return — those that improve decision-making, clarify roles, build trust and free up time for meaningful discussion.
- 3. Start one task at a time.** Like any good cleanup, progress comes with discipline and perseverance. The housekeeping should not be an add-on but an explicit priority with the time and resources to accomplish it. Ideally, it is supported by dedicated staff, such as a board liaison or board operations manager, who partners with the board chair and chief executive to lead and advance the housekeeping work outlined in the governance effectiveness plan.
- 4. Wash, rinse, repeat.** The wisest, most effective boards build regular housekeeping into their routine — not as a box to check, but as an ongoing commitment to staying efficient, effective and purposeful.

the staff, community, funders and regulators. A well-maintained board engenders a culture where people know their role and how to fill it and

are focused on what truly matters without having to sift through the clutter of disorder.

Even the best boards collect dust

and inefficiency over time. The best-of-the-best understand that routine housekeeping and upkeep is fundamental to great governance. That's

Governance Housekeeping

Just like with any home maintenance, the source of a governance issue might be far from where the symptoms appear. The table below highlights a few common governance issues and offers great governance housekeeping solutions to remedy them.

Problem	Possible root	A housekeeping remedy
The board dives too deeply into management.	Confusion regarding roles and responsibilities.	Provide education to both the board and management on the board's core duties, role and responsibilities. Highlight the distinction between management and governance.
	Giving the board detailed, management-level reports. If the board is given management material, it will focus on management issues.	Revamp the board's meeting packets. Focus the material on high-level issues and governance (policy setting, strategic decisions and oversight). Don't recycle management reports in the board packet.
Board member disengagement.	The board doesn't have time to prepare in advance and is trying to digest the information during the meeting.	Send board meeting materials five to seven days in advance of the meetings. Set the expectation that everyone reads the packet prior to the meeting.
	The board doesn't know what is being asked of it.	In the packet, include specific governance-level questions for the board to discuss during the meeting. ("Are there any questions?" isn't one specific enough.)
	The board is being "talked at" and not given time in the meeting to meaningfully participate in discussion.	Establish a rule with management: Presentations should be limited to 10 minutes, and they should not repeat the information already provided in the packet.
Misaligned board effort.	Too often, committees exist simply because they always have.	Committees should serve current needs, not legacy purposes. Evaluate the board's committee structure against the role and responsibilities of the board. Ask, "Are our committees aligned with today's board authority and priorities?"
Aging, stale or neglected foundational documents.	Lack of routine review. Holding the mistaken belief that if nothing appears broken, there's nothing to fix.	Annually, review (and revise if needed) the organizational bylaws, committee charters and board policies, as well as board officer and member job descriptions. Legal counsel is essential when developing or revising bylaws, but even the most well-intended legal language can sometimes create confusion. As you update these documents, take care to ensure the language is clear, practical and easy to follow.
Difficulty recruiting board members.	A push mentality — "We need someone, anyone" — that results in reactive, vague outreach, uninspiring invitations to serve and overreliance on current members' limited networks.	Recruit with a pull mentality — "We know who we need and why, and how to inspire them to serve." Refresh the board member recruitment process by first defining the key attributes needed for a diverse, skilled and representative board. Identify candidates who align with those qualities and establish a clear, intentional approach for outreach. Who will make the initial contact? What message will be conveyed and in what tone? Ensure the invitation reflects a sense of purpose and enthusiasm, plus the opportunity to make a meaningful impact in the community.

why they intentionally set aside time to look inward, take stock of what's gathered in the corners and clean up. The discipline of routine housekeeping underpins great governance.

3 Examples of Great Governance Housekeeping

Purposeful Evolution and Effectiveness. An independent, not-for-profit health care system in Placerville, California recognized the need to raise the bar on board performance. Though wholly committed to the mission, the board's governance was bogged down. Board meetings were too long and frequent, often dominated by operational updates. Committee structures no longer matched organizational priorities and the board frequently found itself in the weeds — focused more on the “how” than the “why.”

Recognizing the need for change, the board and chief executive launched what they called a “purposeful governance evolution.” They began by examining roles, responsibilities and committee structure, as well as meeting agendas and materials. They then put an improvement plan in place: They restructured committees to align with board priorities, redesigned agendas to reserve space for board-level discussions, updated board education and provided coaching for board officers during leadership transitions.

The impact has been transformative. The board now operates with stronger alignment between its role and efforts, makes better use of the members' experience and

input, uses time more effectively and engages in more meaningful discussions during meetings.

Procedural Clarity. A multispecialty medical group in the Southwest revised its professional medical corporation bylaws to simplify the language and improve clarity. Take, for instance, the section on quorum. What was once stated as:

“A majority of the directors then in office shall constitute a quorum of the Board for the transaction of business; provided that in no event shall a quorum be less than (i) one-third of the authorized number of directors or (ii) two directors whichever is larger, unless the authorized number of directors is one, in which case one director constitutes a quorum. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.”

Has been revised for greater clarity:

“A majority of the current directors must be present to constitute a quorum and to conduct Board business. Any meeting may be adjourned to another time and place by a majority of the directors present, even if there isn't a quorum.”

System Alignment. A mid-sized health care system in the Northeast has grown over the past 20 years through a series of strategic affiliations among three distinct systems. Today, it includes nine hospitals across seven campuses, with nearly 10,000 employees and 2,500 physicians.

When the affiliations took place, the legacy governance was not fully integrated into a unified framework — like disconnected plumbing

still carrying water. Medical staff bylaws across the hospitals were not aligned, which meant that the providers within the system operated under different sets of rules. This caused confusion and inefficiency, undermined efforts to deliver a consistent standard of care across the system and created regulatory risks.

Recently, the board and chief executive undertook the necessary governance housekeeping to align and standardize the medical staff bylaws and core procedures (while also accommodating site-specific needs) like credentialing, privileging, peer review and disciplinary action, among other things. As a result, they eliminated unnecessary practice variation, improved provider cross-campus mobility and deployment and fostered a more unified clinical culture.

Final Thought

Just like a well-run house doesn't wait for a major leak to fix the roof, a well-governed board doesn't wait for dysfunction to update its practices. So, dust off the bylaws, charters, policies and procedures. Check your alignment. Clear out the corners. It's time for a little governance housekeeping. Your board, organization and community will be stronger for it.

Kara Witalis, MHA, (kara@witalisllc.com) is a governance advisor at Witalis, LLC.

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