



Trustee Services

Does your board need an attendance policy?

By Barry S. Bader

Spotty attendance at board and committee meetings used to be little more than a chronic nuisance, but with governance standards rising, boards are getting more serious about attendance. When a third or more of board seats are vacant or a few members are habitually absent, how can the board be fully informed, raise tough questions and reach independent conclusions as a group?

Downsizing of boards is a factor. When boards numbered 25 to 35 members, frequent absenteeism still left a critical mass of members to get work done. On today's typical 15-member board, with each director bringing specific skills, the loss of a few can leave the board short of critical backgrounds or the multiple perspectives that contribute to better decisions.

Consequently, many boards are including attendance requirements in a board member's position description, and they are evaluating attendance at the time of eligibility for re-election.

One New England hospital board adopted an attendance policy stating that absence from more than 60 percent of board meetings over three years, or absence from three consecutive board meetings, was "equivalent to resignation from the board," unless the Governance Committee voted to make an exception for extenuating circumstances. A California board was tougher, capping absences at 25 percent.

Here are some of the issues to be considered in drafting a board attendance policy:

1. How often is sufficient? The policy should make

clear what is expected of a trustee in terms of attendance and state what happens if a member falls short. For example, an attendance policy might state that board members are expected to attend "all" board meetings, or a minimum of 80 percent of meetings. The Governance Committee would carefully review attendance below the minimum, discuss the matter with the member and seek a commitment to improve. A word to the wise: Don't adopt any policy the board isn't prepared to enforce. Doing so just increases the board's potential liability.

If attendance patterns are a problem on your board, there couldn't be a better time to address them head on.

2. Should consecutive absences trigger automatic removal? Many bylaws contain a provision regarding a member who misses several consecutive meetings, usually three. Consecutive absences, as opposed to

sporadic attendance, are especially problematic because it's much harder to understand developing issues and be fully prepared when a matter comes to a vote. Some bylaws state that after a specific number of consecutive absences, a member is considered to have resigned from the board, unless the board or Governance Committee finds extenuating circumstances. Other bylaws are less stringent and mandate only a review after a number of consecutive absences.

3. Should both board and committee meetings be counted? Boards increasingly rely on effective working committees for critical oversight functions and diligent deliberation of recommendations to the board. Committees need faithful attendance every bit as much as the full board does to work effectively. An attendance policy should address expectations for committee attendance, and may apply the same standards as for board meetings.

4. Should any absences be excused? Some bylaws refer

See attendance, page 2

to “excused absences” but lack criteria for determining if an absence should be excused. Setting criteria isn’t realistic. Is missing a board meeting for an important, unscheduled business meeting excusable? How about a child’s big football game or a secretary’s error in failing to mark a meeting on the calendar? In terms of getting the board’s business done, whether a missing member is “excused” or just absent doesn’t make any difference because the trustee isn’t there to participate, ask questions and vote. At a minimum, a member who cannot attend a meeting has an obligation to notify the chairperson in advance. Even physicians who are unavoidably called at the last minute to attend to a patient can almost always make a quick phone call to notify the board of the situation.

5. Should attendance at educational meetings be counted? Board education is essential to board effectiveness. Many boards count attendance at a board retreat the same as a board meeting. Participation in new trustee orientation is mandatory and may be a condition for remaining on the board after the first year. A few boards even treat a new member’s first year of a multi-year term as “provisional,” with a formal review of attendance and overall participation at the end of the year.

6. Should telephonic attendance be permitted? Attendance by telephone or video conference is becoming a more frequent issue. Boards in northern climes often have directors with valuable skills who spend the winter

in warmer locales, while boards in the Sunbelt face the reverse phenomenon in the summer. Multi-state health system boards have members from across the region or country for whom in-person attendance at all meetings, particularly committee meetings, is not practical. This is, frankly, a sticky issue with no single answer. Generally, a board will want to allow members to participate in a meeting by telephone or video, to vote and to count for purposes of determining a quorum. However, that begs the question of whether meeting attendance by telephone should be the exception or the rule.

In developing an attendance policy that allows for telephone participation, a board might consider:

- Is there a maximum percentage of scheduled meetings that a member may attend by telephone? Something in the 25 percent range might be appropriate.
- Should a chairperson be permitted to preside over a meeting by phone? Group dynamics cannot be assessed by phone. Generally, unless the meeting is expressly called as a conference call, it is preferable for someone to preside in person.
- If telephone attendance will be common, as it must be on some system boards, should the board be proactive in adopting technology to facilitate effective electronic participation?

7. How should attendance be evaluated when a member is considered for re-election? An

attendance policy should specify the process. Typically, the Governance Committee reviews attendance and participation at board meetings, committee meetings, educational events and community events. Sometimes the input of committee chairs is sought.

An attendance policy isn’t a cure-all. Attendance problems can have causes besides individual members’ not taking their obligations seriously enough. Are meetings scheduled at convenient times? Are the frequency and length of meetings appropriate? Is meeting content substantive and are important decisions made? Are questions and discussion encouraged or are meetings just “show and tell?” Do members get a friendly reminder of their attendance record in meeting minutes that include each member’s cumulative attendance?

Attendance is coming up for discussion at more and more board self-evaluation retreats. If attendance patterns are a problem on your board, there couldn’t be a better time to address them head on.**GB**