

Trustee Insights

BOARD RESPONSIBILITIES



Participation is Not Optional

A board that engages 100% of its membership results in effective governance

BY KIMBERLY A. RUSSEL

Are there members of your board who never speak during board meetings? If the answer is yes, a clear governance improvement opportunity exists for the full board. Governance of today's hospitals and health systems has never been more complex, with difficult decisions crowding many board

agendas. Health care organizations — and their CEOs — rightfully expect fiduciary boards to operate at maximum effectiveness. To successfully navigate hospitals and health systems toward an uncertain future, the intellectual contributions — including the full voice — of each board member are needed.

Over the years, many boards have accepted as a cultural norm that some trustees attend meetings without contributing to the board's discussions. It is beyond time for boards to correct this aspect of boardroom

culture. When a board engages 100% of its membership in dialogue and decision making, the board takes full advantage of its assets — with effective governance as the result. Proactive board leadership, in conjunction with the CEO, can tackle this change in boardroom dynamics.

First Step: The Diagnosis

The board chair and CEO should first seek to understand why a board member is not an active discussant. For example, silence may have been unintentionally created by certain board structural and/or cultural issues. Alternatively, the lack of participation may be an individual trustee performance problem. Board leadership will need to examine all elements underlying trustee reticence before charting a corrective pathway. Common causes of nonparticipation among board members include:

1. Board size. With a large board, there may not be enough 'runway time' in a routine board meeting for full participation by all members.

2. Advance preparation. Trustees need sufficient time to review and absorb board packet information prior to a board meeting. This is the key reason for the recommended practice of agenda and packet distribution at least seven days in advance of a board meeting.

3. Role misunderstanding. Trustees may not understand that participation in board discussions is a primary requirement of the board

member's role. This element of the trustee job description should be emphasized during the recruitment and orientation phase.

4. Perception. The notion that differing or opposing points of view are not welcome. This is a particularly dangerous cause of selective silence in the boardroom. Newer board members often have a different frame of reference and offer a fresh angle to boardroom discussions. As boards seek to diversify their composition, it is essential that the internal board culture fully welcomes and invites a free range of opinions.

5. Short tenure. It is not unusual for newer trustees to hold back on participation as the orientation and onboarding process proceeds. Ramp-up time may differ depending upon each trustee's familiarity with the health care field, along with past professional and governance experiences.

6. Education. Clear and concise educational and background materials are foundational for participation in board room strategic discussion. Board members may also need a special tutorial on particularly complex subject matter.

Next Steps

Board leadership, perhaps in conjunction with the Executive Committee or Governance Committee, should undertake a thoughtful analysis of current board structure and culture to answer this question: "Are our board processes, governance structure and board room culture positioned to promote full participation by all trustees?" Undertaking a board self-assessment, another governance rec-

ommended practice, can provide helpful information and may indicate opportunities for improvement. Key questions to consider:

- Is our board too large to include everyone in board discussions?
- Does the board recruitment process include a clear description of trustee role expectations, including active participation?

TRUSTEE TAKEAWAYS



- Active participation in board room discussion is an essential aspect of the trustee role.
- As board room diversity increases, boards can take proactive steps to ensure that all voices are both welcome and heard.
- Standard board practices and governance structure can positively (or negatively) impact trustee engagement.
- The board chair is central to eliciting full engagement around the board table.

• Does the board orientation process reinforce the importance of active participation by all trustees?

- Do trustees have sufficient educational resources?
 - Is the board packet always available at least seven days in advance?
 - Does the board chair demonstrate effective meeting facilitation skills?
 - Does the board exhibit an open and welcoming culture?
 - How does the board react to different opinions?

Simultaneously, board leader-

ship should seek individual feedback from the nonparticipating trustee(s). At this early stage, this is not a corrective action conversation. Instead, the idea is to better understand the trustee's reluctance to participate in board dialogue. Ideally, either the board chair or vice chair should initiate this discussion, such as "let's meet for coffee as I'd like to hear your thoughts on your board experience." This private conversation is also an opportunity to expressly state to the trustee, "Your thoughts, opinions and past experiences are vital to our board's discussions and decision-making. We welcome your voice in the board room." In some cases, a dose of encouragement will open the door to fuller engagement.

Tips from Board Chairs

Experienced board chairs offer these additional suggestions to promote dialogue in the board room:

- Inviting a comment, "Mary, you have significant experience in this area, what is your opinion on this matter?"
- Contacting the board member in advance, "Jim, you may have noted on the agenda for next week's board meeting that we will be discussing a potential new partnership. Can you be prepared to provide a few comments on your perspective?"
- Building a relationship with each board member outside of the board room so that the chair has a good understanding of each trustee's professional background and areas of strength.
- Reminding the full board about the benefit of new and diverse

viewpoints in the boardroom. For example, providing key comments as new trustees join the board, “We welcome these board members with their diverse experiences and backgrounds. This board will be open to the perspectives and ideas that new trustees bring to the table.”

- Facilitating board meetings so that dialogue is not dominated by just a few members. Some chairs ask all board members to speak on an agenda item before calling on a trustee for a second comment.

Individual Trustee Performance Assessments

The American Hospital Association’s 2022 National Health Care

Governance Survey Report explores trends surrounding board and trustee performance assessment. The report notes that 34% of boards conduct individual trustee performance assessments. Seventy-six percent of all boards conducting individual assessments include “actively engages in board discussion” as one component of the evaluation. Clearly, full participation is a significant aspect of a trustee’s contributions to the board. Participation should be considered when a trustee is being evaluated for term renewal.

Final Thoughts

Today’s health care challenges require the complete engagement

of the full board. For hospitals and health systems to succeed in serving their communities and meeting their missions, the active participation of every trustee is essential.

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