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## The Governance Committee: Keeping Your Board on Point

Boards are not committees. They might look a little bit like committees—they have broad agendas, their members have other “real jobs,” they come together infrequently, though on a planned schedule. But boards are not committees. And they certainly are not task forces, which typically have narrow, focused agendas.



No, your governing board is not a committee, nor a task force. It is a bona fide organization, just like the organization it governs. The governing board has members, operating policies and procedures, and measurable outcomes it is targeted to reach.

Just as with any organization, your board has ongoing needs if it is to achieve its goals, grow, and continue to develop expertise. Its infrastructure needs support and nourishment. The ongoing vibrancy and vitality of the board needs attention, and with most high-performing boards, that is the job of the governance committee.

Governance committees typically have four to six members who meet four to six times annually. They frequently incorporate the functions of their predecessor committees: the nominating committee and/or the bylaws committee. But their charge is much broader, and includes the following functions:

- [Board planning](#)

- [Board committee management](#)
- [Board and committee composition](#)
- [Board and committee leadership](#)
- [Board and trustee education](#)
- [Board and trustee evaluation processes](#)
- [Board policies and bylaws](#)

## Board Planning

Boards have goals to reach, independent of the goals of the organization they govern. They have strategies to finetune and approve, budgets to pass, continuing education to develop and schedule, new trustees to nominate, and evaluations to complete. The governance committee prospectively creates the annual calendar for the board's activities, ensuring that adequate time and resources are devoted to each task, and thereby avoiding the "isn't it about time we had a retreat?" thinking that permeates so many boards. Well-organized governance committees plan the board's activities a year in advance.

## Board Committee Management

Committees need review and pruning or else they take on a life of their own and become the tail that wags the dog, instead of taking direction from the board that created the committee in the first place. Governance committees annually, and prospectively, review the need for each board committee for the upcoming year, as well as whether the committee should be standing or ad hoc. Reducing unnecessary committees frees up valuable trustee time to work on more critical items.

The governance committee also recommends the membership for each committee, including its leadership.

## Board and Committee Composition

*"Since each board has a life and personality of its own, its nature is altered with each added member as surely as a chemical compound is changed by pouring in a new substance or a recipe is modified by including a new ingredient. If the result is unhappy, it is usually hard to remedy. The chemical cannot be extracted, the ingredient taken out, or the board member's influence removed."*

**C.O. Houle, *Governing Boards: Their Nature and Nurture***

As C.O. Houle's comments describe, perhaps the most important governance committee function is the composition of the board and its committees. This function involves:

- Annually updating the board profile, which inventories on a single spreadsheet the skills and qualities of existing trustees
- Annually identifying the three-year needs for new trustees and committee members, and the skills and qualities desired in those new members
- Designing and implementing a long-term effort to cultivate new members and orchestrate their recruitment
- Interviewing and otherwise evaluating candidates
- Assembling the annual slate for nomination
- Handling all communications around recruitment and selection processes

[CLICK HERE](#)

for more information on  
Houle's book *Governing  
Boards: Their Nature  
and Nurture*

## **Board and Committee Leadership**

Identifying trustees with leadership potential early in their tenure and discussing that with them is a long-term exercise for the governance committee. When a mutual interest is established, the governance committee should develop a plan for the trustee's leadership development. This plan might include membership on and leadership of certain committees over a period of time, as well as planning their continuing education so as to prepare them for that ultimate leadership role. When well managed by the governance committee, succession planning becomes an overt, well understood, and planned process, as opposed to the panicky, "who do you think we can get to lead the board next year?" process all too common on health care boards.

## **Board and Trustee Education**

The governance committee is responsible for the orientation of new trustees and continuing education of all trustees, which includes:

- Development of the materials to be included in an orientation information packet and execution of the accompanying program
- Solicitation of the board to determine focal areas for ongoing continuing education and creating the program to meet those needs
- Overseeing the development and curriculum of regular board retreats

## **Board and Trustee Evaluation Processes**

There are two sets of evaluation under the aegis of the governance committee. The first is trustee (and officer) evaluation. The second is the board evaluation process.

Trustee evaluations should be completed (minimally) at the end of term for each trustee who is interested in renewing their trusteeship. This provides an opportunity for the board to learn about the trustee's impressions of the board and its effectiveness, as well as the trustee's areas of interest. It creates the setting for the board to thank the trustee for service, note areas that were particularly well served by that trustee, and learn more about conduct that was less satisfying, such as a trustee who is exceedingly quiet at meetings.

This evaluation can also serve as a useful and formal tool to discussion of the merits of another term for that trustee, thereby avoiding the nearly automatic "re-upping" that inadvertently converts a three-year term into a nine- or 12-year term of service, to the dismay of the balance of the board, and sometimes the trustee.

A similar process can provide equivalent benefits for officers of the board and help them better uphold their officer roles.

High-performing boards typically follow a four-part evaluation program. Each year they conduct a self evaluation. Every other year they complete a more intense self-improvement survey that forces reflection on the board's fundamental purpose and goals, and is often the focus of a board retreat.

Every three to five years the board should engage an outside consultant to conduct a thorough governing board audit. Finally, the board should conduct routine critical incident analysis. Whenever a major event, positive or negative, occurs at the board level (for example, if the health care organization does not receive expected regulatory approval for a major project) the committee should conduct a review to learn from the experience.

The governance committee is responsible for overseeing and orchestrating each aspect of the board's evaluation program.

## **Board Policies and Bylaws**

A good set of policies is perhaps the best orientation tool available for the new trustee. The governance committee takes responsibility for periodically reviewing board policies and ensuring they are complete and up to date.

Bylaws changes are processed by the governance committee, which, periodically (every three to five years) works with counsel to ensure the entire set of bylaws are up to date and appropriate to the current climate.

A finetuned, well-organized governance committee is the backbone, the infrastructure, the beat that keeps the music of the board on time. Health care organizations have much to gain by ensuring that their governance committee is prepared to handle the responsibilities that are so critical to board and organization success.

For more information on governance committees, contact [Keith Pryor](#) or call 215-636-3500.



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