



# Hospital Board Orientation

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Reed+  
Claymon

Kevin A. Reed

[kreed@rcmhlaw.com](mailto:kreed@rcmhlaw.com)

512.660.5962

Reed, Claymon, Meeker, Krienke & Spurck, PLLC  
5608 Parkcrest Drive, Suite 200  
Austin, TX 78731  
512.660.5960 main  
512.660.5972 fax  
reedclaymon.com

Holland & Knight

Fletcher Brown

[Fletcher.Brown@hklaw.com](mailto:Fletcher.Brown@hklaw.com)

512.685.6423

Holland & Knight  
98 San Jacinto Blvd., Suite 1900  
Austin, TX 78701  
512.472.1081 main  
hklaw.com

# Do you bring value?

(Relative worth, merit, importance, usefulness)

What is your  
role?



What is your  
Tool?





# Talking

# Board Responsibilities

1. Define Strategic Direction and Set Goals and Priorities
2. Hire, Evaluate, Replace Director or CEO
3. Oversee (not Manage) Management's Progress on Goal and Priorities
4. Adopt Budget and Monitor Budget Performances
5. Approve Major Initiatives
6. Coach
7. Set Performance and Ethical Standards
8. Monitor Compliance
9. Learn the Role and Mission
10. Acknowledge Achievement

# Good Boards Ask Good Questions



- How will this improve the trauma system and care of our patients?
- How does this fit into our role and mission?
- Where is our performance now and where does it need to be? How does our performance compare to the best?
- What resources are committed to solving this problem?
- How will this impact performance?
- When will we be able to show measurable results?
- What support from the board do you need?

## Six Common Traits of Health Care Boards

- No one individual has the authority to act for the Board
- May represent or be given authority, but only the Board as a whole has the authority to act
- Boards are not like Congress ... they need to speak with one voice
- Board members should unite behind the majority decision
- Time is precious so Boards must be efficient in their function





# What Really Successful Boards Do!

# Learn the Basics



They acknowledge what they don't know

Learn the  
Business

Knowing What You're  
Doing



Not Knowing



**They  
Understand  
the Role and  
Mission**



**They evaluate themselves and have a strong working knowledge of the role and mission of the Hospital**

**The patient experience drives reputation; reputation drives utilization and public support**

**They Understand  
the Value of the  
Patient  
Experience**



**They focus**



**They understand and focus on those things that drive improved patient care; patient safety; quality and coordination**

# They Put Quality First



**Every decision includes the question:  
What if it was my family?**

# They Assemble the Right Leadership



**They put the right people on the bus**



They are a  
Team



They understand they are on a team.  
They play their position.

# They Understand Influence



They understand what it means to be a person of “influence”

**They Advocate**



**They understand their role as an advocate/ambassador and not an investigator**

## Advocating for Your Organization?

Messina Memorial Hospital, Messina, New York

Facebook Post:

“News Flash: MMH is losing one million dollars a month with an average daily census of 11 patients. On top of losing 450 to 500 patients during the past few years. Any guess why? Many of them left because of poor service and the attitude of our employees.”

- Paul Morrow, Board Member

## They Understand the Power of Ethics



**They set an example by their personal ethical behavior**

**They Promote  
Best Practices**



**They understand best practices:  
Education, Leadership, Diversity, Cooperation**

**They Set A High  
Bar for Risk**

**And They Give  
Senior  
Leadership  
Room to Fail**



# Good Boards Never Events

- Dominating discussion – making “speeches”
- Not being prepared
- Coming late and leaving early
- Not being honest about CEO performance or organizational performance
- Secret/off the record meetings
- Conflicts of interest
- Breach of confidentiality
- Interference Management Decision
  - Routine spending
  - Routine acquisitions
  - Routine contracts
  - Routine proper implementation
  - Routine HR policies



# Good Boards Never Events Part 2

- Being an “ear” for employees
- “Representative” vs. Board member
- Bringing operational issues to the Board that are not related to strategy or performance indicators
- Involving yourself in management and/or operational issues outside of Board meetings and committees
- Inserting the Board into personnel matters, other than CEO
- Using your Board position to suggest unsolicited advice or direction to employees
- Expecting special services, access or accommodations which would not be made for others with similar circumstances
- Acting as an “investigator”

Know the  
Difference  
Between  
Coaching and  
Playing!



# Coaches Know

When to Get Involved

When to Listen

When to Partner

When to Stay Out of the Way

# Characteristics of Good Governance

1. Transparency
  - Tell them everything
  - Tell them nothing
2. Preparation
  - Data
  - Read it
3. Board Leadership
  - Effective Meetings
  - Dynamic Discussion
4. Focus
  - What matters (materiality)
5. Goals
  - Know where the finish line is

# Characteristics of Good Governance

## 6. Accountability

- Board and Management
- What happened?
- Why?
- What did we learn?

## 7. Strategic

## 8. Support for Management

- How can we help you do a good job?
- Do you have the facilities, staff, and equipment needed?

# Questions

1. How important is Board representation/diversity?
2. How do I handle the Board member who thinks his job is to be an investigator?
3. How do we handle the Board member who dominates the discussion at every meeting?
4. Is disagreement unhealthy on a Board?
5. Is consensus always present with good Boards?
6. What do we do when a Board member fails to recognize a conflict of interest?
7. How do we address a breach of confidentiality?
8. What is the business judgment rule?

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512.685.6423

