

Effective Committees

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How do we know all this?

- Industry surveys
- Healthcare attorneys
- Consulting firms
- Insight from other sectors
- Personal experience

A Committee ~~isn't~~ doesn't have to be...

“Twelve men doing the work of one” – John F. Kennedy

“A group that keeps minutes and loses hours” – Milton Berle

“A group of the unprepared, appointed by the unwilling to do the unnecessary” – Fred Allen



Committees can be the difference maker between an average board and an excellent board...
but for this to be the case, the committees, in and of themselves, must be excellent.

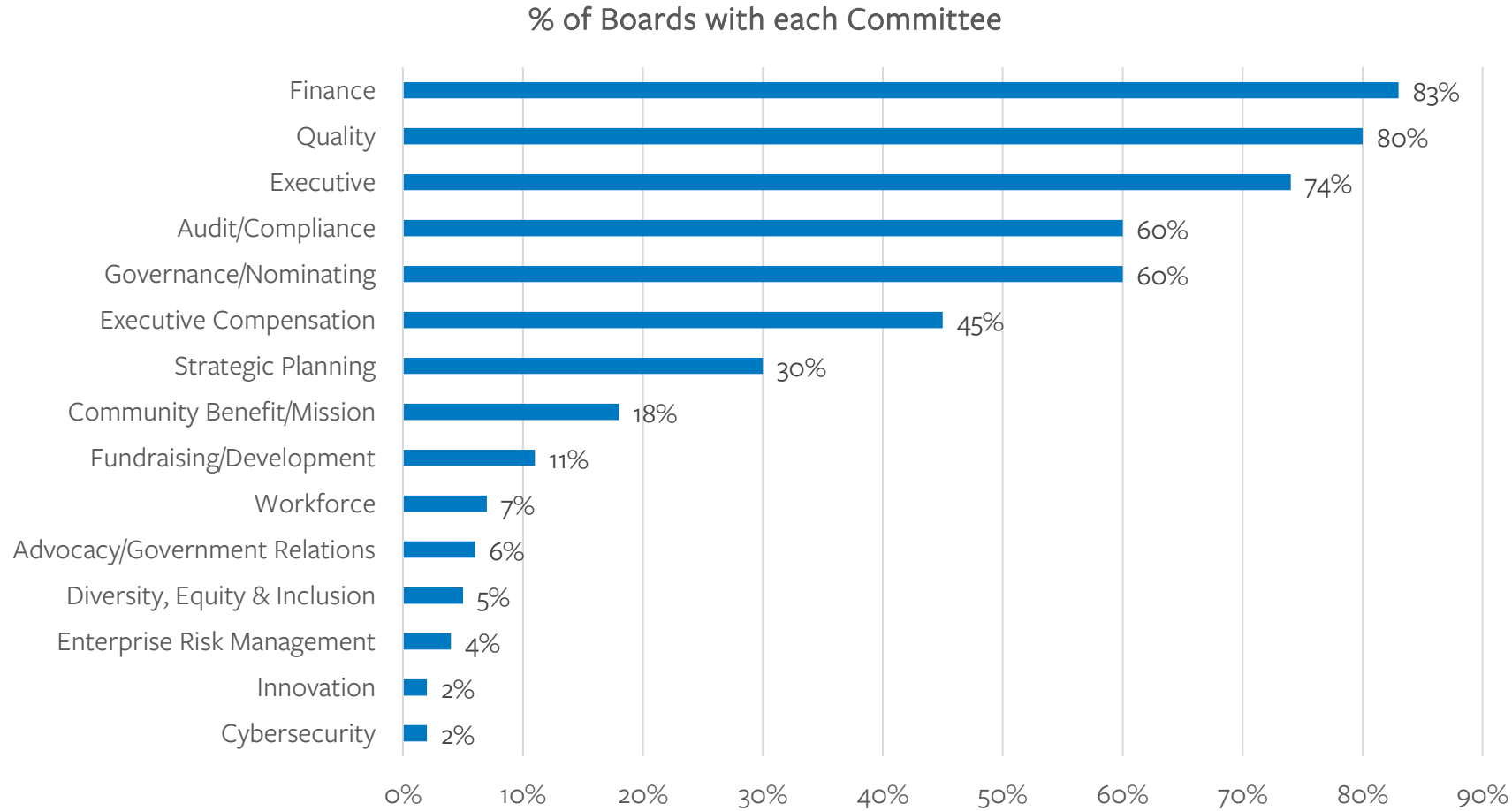


Our Agenda

- Recent committee trends
- Evaluating which committees your board needs
- Elements of effective committees
- Taking this home to your committees



Committee Prevalence



Source: American Hospital Association's 2022 *National Health Care Governance Survey Report*



New Focus Areas for Established Committees

Committee	Emerging/Growing Focus Areas
Finance	<p>Dealing with uncertainty:</p> <ul style="list-style-type: none">• Revisiting policies (investment, labor, etc.)• Evaluating underlying assumptions that shaped budgets• Taking a “command center” approach
Quality	<p>Ensuring a Board-wide Quality & Safety Culture</p> <ul style="list-style-type: none">• Education from CMO, CNO, etc. at Committee Meetings• All Trustees attend Quality Committee once a year• Retreat for whole board focused on quality and safety topics• “Patient as only Customer” Mindset• Interaction with Finance Committee



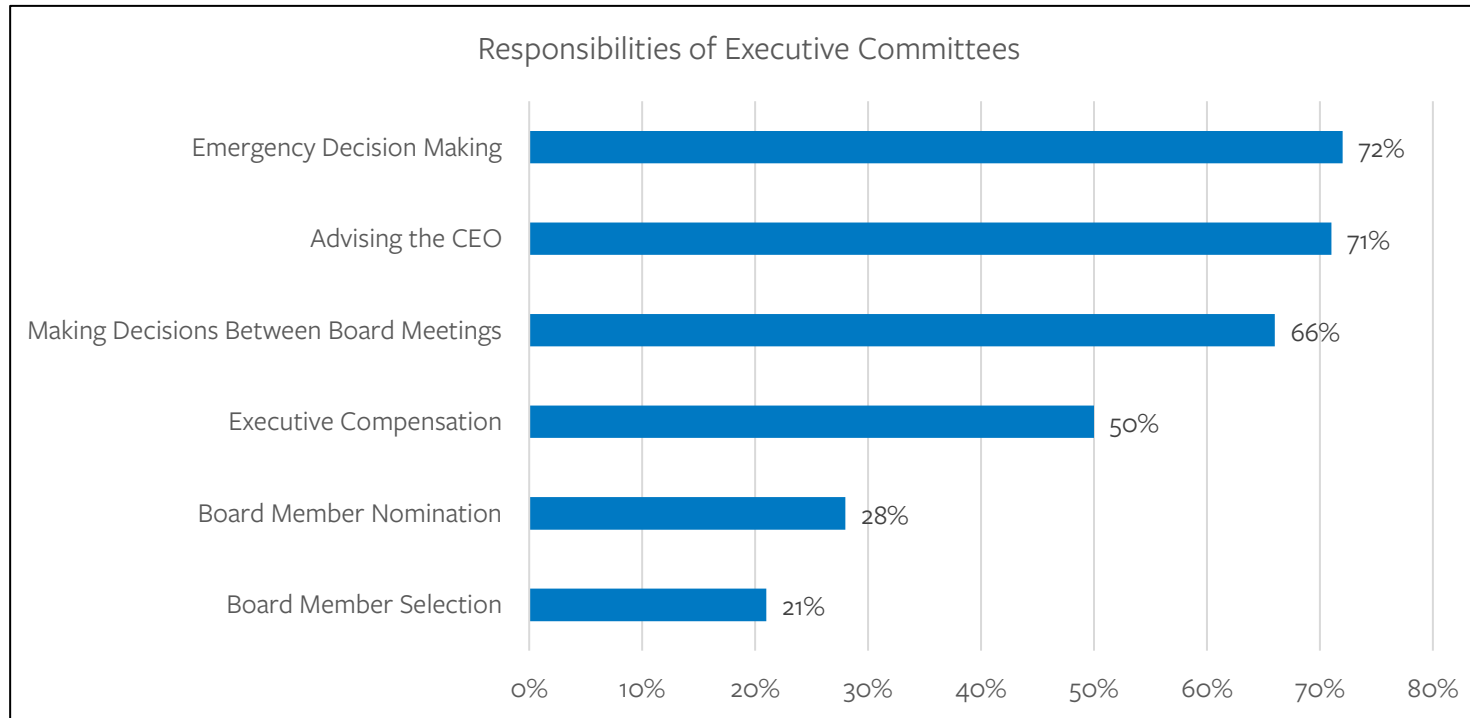
New Focus Areas for Established Committees

Committee	Emerging/Growing Focus Areas
Audit/Compliance	Expanded views of the risks facing the organization: <ul style="list-style-type: none">• Tax-exempt status• Enterprise Risk• Cybersecurity
Governance	Board Talent Management <ul style="list-style-type: none">• Increasing board diversity• Broader definitions of conflicts of interest• Leadership pathways



Executive Committees

The Executive Committee's role is not static, but continually evolving



Source: The Governance Institute's 2021 Biennial Survey of Hospitals and Healthcare Systems



Symptoms of Committee Creep

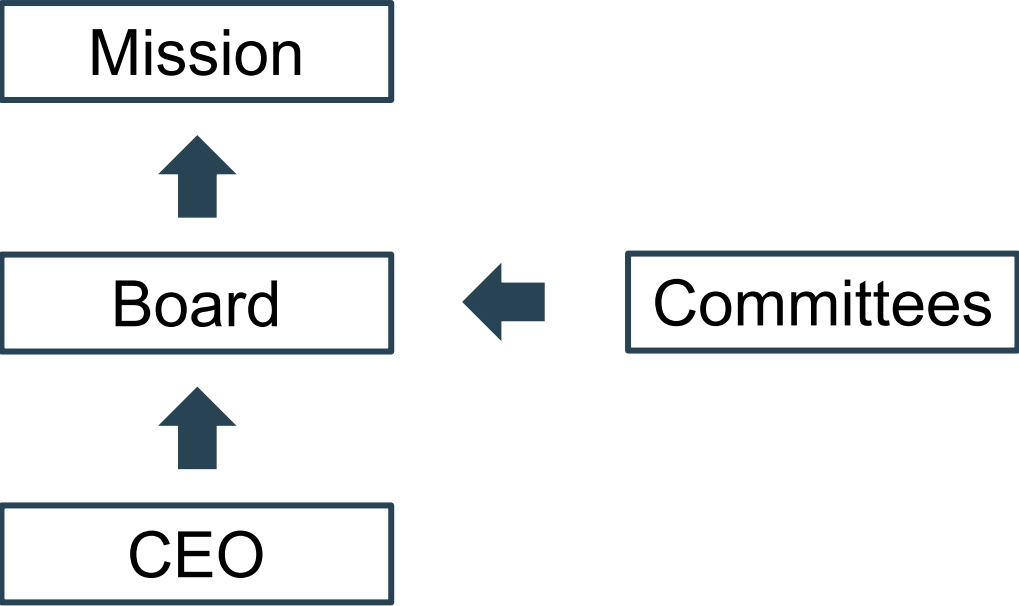
- Gradual increase in number of committees
- Committees straying from original purpose
- Questionable rationale for maintaining certain committees



"I know we didn't accomplish anything, but that's what meetings are for."



Committees ultimately support the Mission



How well do Committees align with the Mission?



Source: Pam Knecht, ACCORD LIMITED



Take a Regular Committee Inventory

Questions to ask biannually:

- How many board committees and sub-committees are there? Does this number present any issues?
- What subject areas are covered, and what is the rationale for having a committee for these areas?
- How has our committee structure trended over time?
- Does each committee provide an annual overview of its activities and accomplishments toward achieving the organization's mission and strategic plan?
- Does the board give each committee an annual refreshed outline of performance expectations?
- Is each committee focused on governance issues rather than operations/management issues?

Cf. Klemesh, Huennekens, and Smith. "A Fresh Look at Board Committees." Harvard Law School Forum on Corporate Governance, 2018



Committee Composition & Competencies

Diversity

Independence

Non-Board Members



Conflicts of Interest

Physicians



Making Time for All Types of Committee Work

Work Type	Description	Example
Routine	Happens at every meeting; can often be done in consent agenda	Approving minutes
Scheduled	Happens at a regular cadence/intervals	Recommending a slate of new trustees
Generative	Big-picture discussion; framing for future decisions	How should our community's evolving health needs influence our quality goals?
Emergent	Time-sensitive matters requiring knowledge or action	Major patient safety event



Implications on Meeting Timing & Length

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Sample Governance Committee Work Calendar

	Q1	Q2	Q3	Q4
<i>Routine Items</i>	<ul style="list-style-type: none"> • Adopt Minutes • 	<ul style="list-style-type: none"> • Adopt Minutes • 	<ul style="list-style-type: none"> • Adopt Minutes • 	<ul style="list-style-type: none"> • Adopt Minutes •
<i>Scheduled Items</i>	<ul style="list-style-type: none"> • Review Conflict of Interest Forms • 	<ul style="list-style-type: none"> • Review Board Evaluation Results • 	<ul style="list-style-type: none"> • Draft Board Education Plan for next year • Review Trustee attendance and participation • 	<ul style="list-style-type: none"> • Recommend slate of new trustees • Recommend slate of Board Officers & Committee Chairs •
<i>Generative Items</i>	<ul style="list-style-type: none"> • Board Diversity Discussion 		<ul style="list-style-type: none"> • Discuss ideas for Board Officer development/ coaching 	
<i>Emergent Items</i>		<ul style="list-style-type: none"> • Address vacancy created by trustee resignation 		<ul style="list-style-type: none"> • Participate in new regional trustee education offering in Q1?

**For example purposes; not intended to be a comprehensive list of Governance Committee activities*



Engaging Committee Meetings

- Who talks at Committee meetings?
- What do your agendas look like?
- Do you meet in-person, virtually, or a hybrid?

Cf. Behan. “Building a Board-Savvy Executive Team.” *The Corporate Board*, July/August 2019 Issue



Committee Meeting Evaluation

Possible Discussion or Written Questions:

- What did we do well at this meeting?
- What could we do better?

Possible Survey Questions:

On a scale of 1-5, with 5 being high, how well did we...

- Set the stage for an effective meeting through the meeting packet and agenda?
- Spend our time relative to the importance of the issues discussed?
- Spend time on discussion (rather than presentations)?
- Keep discussions at the governance level?
- Ensure that everyone participated?
- Observe our expectations/rules of engagement?

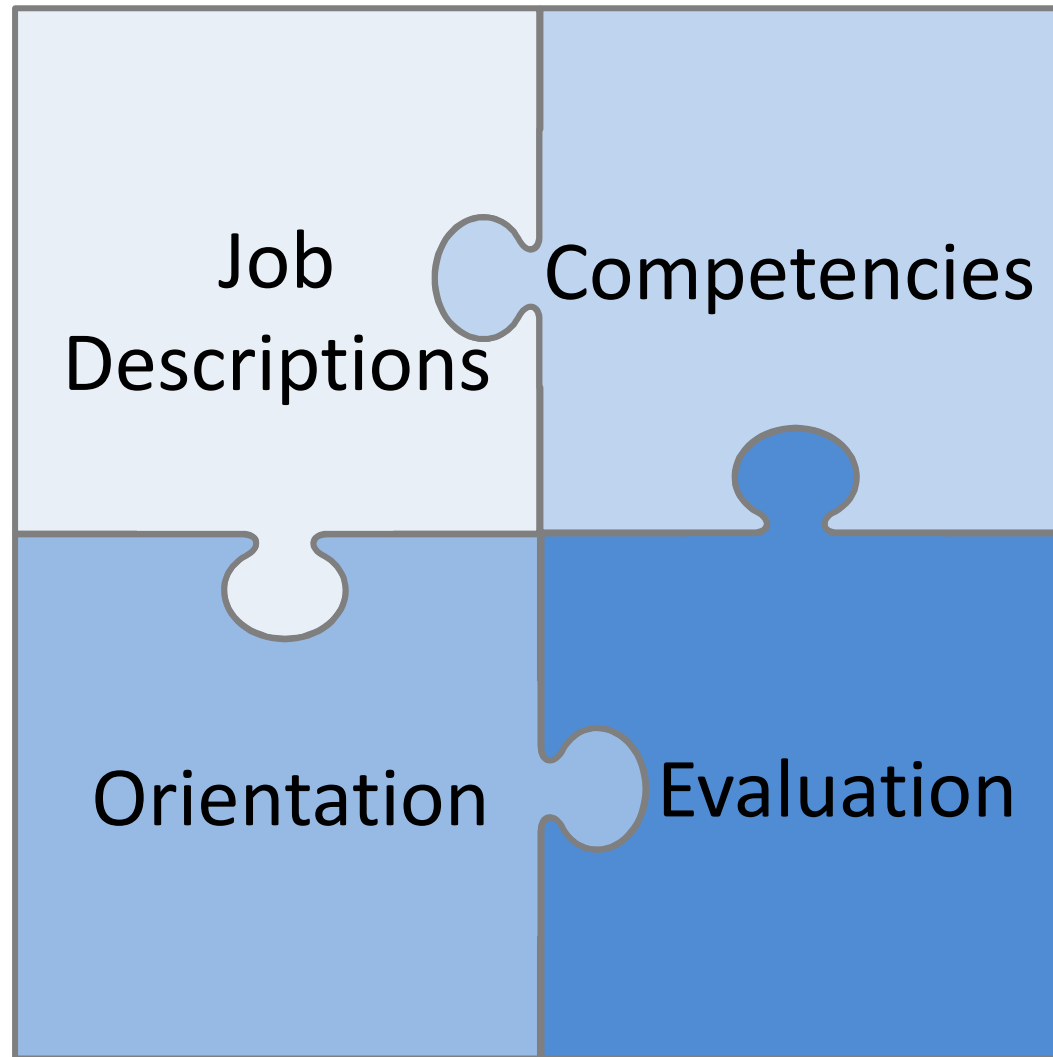


Types of Committee Evaluation

Evaluation Type	Description	How Used	Considerations	Recommendations
Committee as a whole	Evaluate each committee in relation to its charter and responsibilities	Governance Committee ensures that each Committee sets goals based on the evaluations	Can compare committees to each other and learn best practices	Conduct every other year (the “off-year” between full board evaluations?)
Committee Chairs	Evaluate the effectiveness of the chair in leading and facilitating the committee’s work	Board Chair or Governance Committee works with each Committee Chair to put a personal development plan in place	Can help develop individuals and prepare them for additional board leadership	Could be included as a subset of a committee evaluation
Committee Meetings	Evaluate how well each meeting went	Committee Chair & Vice Chair use results to make changes at the next meeting	Changes can be enacted quickly based on the feedback that is gathered	Keep it simple!



Committee Leadership



Items to include in your Committee Charters:

- Purpose
- Responsibilities
- Composition & Competencies
- Leadership
- Terms (For members & leaders)
- Meeting Frequency & Length (Calendar)
- Staff Liaisons
- Reporting
- Evaluation & Goals



What is one area where your committees could improve?

Number of committees

Composition/Competencies

Communication with full board

Evaluation

Meeting frequency/length

Preparation/Pre-work

Use of meeting time

Charter/foundational documents

Participation/Attendance

Being strategic





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