

Special Session Agenda
Monday, November 28, 2016

Call to Order: 1:00 pm

Work Session:

The purpose of this special session is to continue discussing governance practices and review the 2017 board calendar. Action may be taken.

Executive Session: 3:30pm

- Real Estate

Conclude: 4:00 pm

This Special Session will be officially audio recorded.

Executive Summary

Jefferson Healthcare Board Development

The Jefferson Healthcare Board convened on October 3, 2016 to meet with Kimberly McNally, McNally & Associates to learn about board role and responsibilities, modes of governance and best practices for building a healthy board culture.

Commissioners Jill Buhler, Tony DeLeo, Marie Dressler, Matt Ready and Kees Kolff and CEO Mike Glenn were in attendance.

All commissioners stated a desire to have a more collaborative work relationship and intentional governance process. This goal will require a shift in board culture. The board and staff must have an agreed-upon set of priorities to ensure all discussions are focused and don't lead to mission creep. Utilizing the strategic plan for reporting and board meetings is also a good way to ensure the strategic plan is used as a touchstone for all discussions. Board agendas should be strategically structured around decision-making in a way that facilitates efficient, effective, and engaging meetings.

Implementation of the following recommendations are intended to support the board to “raise the bar” on the current board meetings and board culture.

Recommendations:

1. Plan and develop the **board meeting agenda for the year**. This serves as the road map that shows how the board wants to focus its time in the coming year. Of course, unanticipated issues will arise throughout the year and the agenda can be modified as needed.

Make a list of the most important matters for board attention, and build meetings around that list. Once a year, the board should agree on the most important strategic issues, policy questions and emerging challenges that deserve substantial time. Then, think about the organization’s planning and reporting activities and assign them to the correct month.

Include the following:

- Planning/review cycle: annual goals/metrics, year in review
- Conduct a "deep dive" discussion of each strategic goal at least once per year
- Assign reports on quality, finance/budget/audit, human resources and compliance
- Provide periodic reports on major program/service lines
- Schedule governance activities such as education, nominations, elections, board self-assessment, CEO assessment, etc

2. Discuss a **strategic goal/mission-critical topic** at each board meeting. In advance, staff prepares briefings on the organization's progress in the goal area. These briefing may require educational materials. Then allow **45-60 minutes of dialogue** among the board members and CEO on questions such as:

- *How well are we achieving this strategic goal? What are the metrics we are using or should use to track our performance in this area? From whom are we receiving feedback?*
- *What more can board members do to advance this goal?*
- *Are the objectives and activities for this goal still appropriate? Are they aligned with our mission? Do we need to adjust the goal?*
- *Have we resourced this goal sufficiently? How much do we spend on achieving this goal and what is our plan for next year's budget?*
- *Do we have up to date policies and procedures related to this goal area?*
- *Who are our partners?*

3. **CEO provides written report to the board** in advance of the meeting. The report should be formatted according to the main strategic goals and evaluation efforts of the organization, with bullet points for what has been accomplished for each goal since the last report. Dashboards are a useful format for communicating progress against the plan. One or two pages (maximum) should be sufficient. This allows the board to monitor progress on the mission and strategic plan on an ongoing basis, and also drives the board to focus regularly on strategic goals as they provide input to the CEO. The report should also include any other announcements to keep the board informed.

At the board meeting, there should be "questions only" about the executive CEO report. This helps avoid common tendencies of board members to wade into operations when they hear operational updates verbally from executives. In addition, this also encourages board members to come to meetings more prepared and having read the report ahead of time. More time can be spent at the board meeting on strategic and governance questions, and can keep the board out of the details.

4. Provide **board packets at least 5 days** in advance of the meeting. The consent agenda and all reports and background materials should be sent out sufficiently in advance of the board meeting to allow for thoughtful review.

5. **Evaluate meetings and continuously improve.** Choose 2-3 questions related to the quality and time devoted to the agenda topics, usefulness of meeting materials, and assessment of productive board behaviors (in alignment with goal to work more collaboratively). Some boards spend a few minutes discussing how the meeting went, while others circulate a brief, written survey. Others evaluate meetings as part of the full board self-evaluation. Whatever the method, the board chair should apply the results to continually enhance the board's use of meeting time.

6. Invite **consultant to observe** 2 board meetings (at least 3 months apart) and offer "real time" feedback to board members on productive meetings and board behaviors.

Respectfully submitted,



Kimberly McNally, MN, RN, BCC
President, McNally & Associate

2017 Board Calendar

1st Board meeting Educational 2nd Board meeting business

Date	Topic/Reports	Frequency	Lead	Notes
January				
1/04/17	Election of Officers	Annually	Board	
1/04/17	OPMA Primer	Annually	Patrick Irwin	
1/18/17	Finance/Administrative/CMO Reports	Monthly	HW, MG, JM	
1/18/17	Review/revise Board Book/Evaluate Board compliance	Annually	Board Chair	
1/18/17	Committee Assignments	Annually	Mike/Board	Identify for Board observation
February				
2/01/17	Adopt Board Book	Annually	Board	No later than 1 st mtg in February
2/15/17	Finance/Administrative/CMO Reports	Monthly	Hilary, Mike, Joe	
2/15/17	Patient Advocate Report	Quarterly	Jackie Levin	4Q & Year End
March				
3/01/17				
3/15/17	Finance/Administrative/CMO Reports	Monthly	HW, MG, JM	
3/15/17	Evaluate Agenda Planning	Annually		
3/15/2017	Quality/Patient Safety	Quarterly	Brandie	
April				
4/5/17				
4/19/17	Finance/Administrative/CMO Reports	Monthly	HW, MG, JM	
4/19/17	Patient Advocate Report	Quarterly		1Q 2017
	Special Session for Board self evaluation	Annually		
May				
5/03/17				
5/17/17	Finance/Administrative/CMO Reports	Monthly	HW, MG, JM	
5/17/17				
June				
6/7/17	Independent Auditors Report	Annual	HW/DZA	Tentative Date
6/21/17	Finance/Administrative/CMO Reports	Monthly	HW, MG, JM	
6/21/17	CEO Emergency Succession Plan	Annually	Mike	

	Quality/Patient Safety	Quarterly	Brandie	
July				
7/5/17				
7/19/17	Finance/Administrative/CMO Reports	Monthly	HW, MG, JM	
7/19/17	Patient Advocate Report	Quarterly		2Q
	CAH Annual Review	Annual	Brandie	
August				
8/2/17				
8/16/17	Finance/Administrative/CMO Reports	Monthly	HW, MG, JM	
8/16/17	Compliance Report	Annually	Erin Brown	
September				
9/6/17				
9/20/17	Finance/Administrative/CMO Reports	Monthly	HW, MG, JM	
9/20/17	Evaluate Agenda Planning			
9/20/17	Quality/Patient Safety			
October				
10/04/17				
10/18/17	Finance/Administrative/CMO Reports	Monthly	HW, MG, JM	
10/18/17	Patient Advocate Report	Quarterly		3Q
10/18/17	Appoint Independent Auditor	Annually	Board	
November				
11/01/17	In collaboration with CEO, no later than 12/1 Evaluate and consider its role in Community Assessment activities and in the Community Health Improvement process.	Annually	Board/Mike	Community Collaboration
11/01/17	Operating Budget			Or 11/15
11/15/17	Finance/Administrative/CMO Reports	Monthly	HW, MG, JM	
11/15/17				
December				
12/6/17	CEO Evaluation	Annually	Board	
12/6/17	Capital Budget	Annually	HW	
12/20/17	Finance/Administrative/CMO Reports	Monthly	HW, MG, JM	
12/20/17	Annual Report Calendar	Annual	Mike/Board	
12/20/17	Quality/Patient Safety	Quarterly	Brandie	

Other Items To Be Scheduled:

- Legislative Visit to Olympia/Advocacy Agenda

Patient Satisfaction, Inpatient, Ancillary, clinics, HHH, Employee, Provider

- Insurance/Liability Update
- WSHA Update
- Employee Recognition Program Winners

Market Share/Trends/Marketing
Emergency Preparedness
Compensation Data

DRAFT