

AGENDA

GOVERNANCE COMMITTEE OF THE EL CAMINO HOSPITAL BOARD OF DIRECTORS

Tuesday, August 13, 2019 – 5:30pm

El Camino Hospital | Conference Room A (ground floor)
2500 Grant Road Mountain View, CA 94040

Peter Moran will be participating via teleconference from 13003 Cockerill Court Herndon, VA 20171.

PURPOSE: To advise and assist the El Camino Hospital (ECH) Board of Directors (“Board”) in matters related to governance, board development, board effectiveness, and board composition, i.e., the nomination and appointment/ reappointment process. The Governance Committee ensures the Board and Committees are functioning at the highest level of governance standards.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
1. CALL TO ORDER/ROLL CALL	Peter C. Fung, MD, Chair		5:30 – 5:32pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter C. Fung, MD, Chair		information 5:32 – 5:33
3. PUBLIC COMMUNICATION a. Oral Comments <i>This opportunity is provided for persons in the audience to make a brief statement, not to exceed three (3) minutes on issues or concerns not covered by the agenda.</i> b. Written Correspondence	Peter C. Fung, MD, Chair		information 5:33 – 5:36
4. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval a. Minutes of the Open Session of the Governance Cmte Meeting (5/29/2019) Information b. Board and Committee Recruitment Update c. Article of Interest	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 5:36 – 5:38
5. REPORT ON BOARD ACTIONS ATTACHMENT 5	Peter C. Fung, MD, Chair		information 5:38 – 5:43
6. FY19 BOARD SELF-ASSESSMENT a. Review results b. Develop Action Plan ATTACHMENT 6	Erica Osborne, Via Healthcare Consulting	<i>public comment</i>	possible motion 5:43 – 6:23
7. FY20 HOSPITAL BOARD MEMBER COMPETENCIES ATTACHMENT 7	Peter C. Fung, MD, Chair	<i>public comment</i>	possible motion 6:23 – 6:43
8. FY20 BOARD EDUCATION PLAN a. Board Retreat b. Semi-Annual Board and Committee Education ATTACHMENT 8	Dan Woods, CEO	<i>public comment</i>	possible motion 6:43 – 6:53
9. AD HOC COMMITTEE REPORT	Gary Kalbach, Ad Hoc Committee Chair		information 6:53 – 6:58

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
10. PROCESS FOR ELECTION AND RE-ELECTION OF NDBMs TO THE EL CAMINO HOSPITAL BOARD ATTACHMENT 10	Peter C. Fung, MD, Chair	<i>public comment</i>	possible motion 6:58 – 7:13
11. ECH LEADERSHIP SUCCESSION PLANNING ATTACHMENT 11	Dan Woods, CEO		information 7:13 – 7:18
12. GOVERNANCE COMMITTEE RECRUITMENT: POSSIBLE AD HOC COMMITTEE APPOINTMENT ATTACHMENT 12	Peter C. Fung, MD, Chair	<i>public comment</i>	possible motion 7:18 – 7:23
13. ADJOURN TO CLOSED SESSION	Peter C. Fung, MD, Chair		motion required 7:23 – 7:24
14. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter C. Fung, MD, Chair		information 7:24 – 7:25
15. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval <i>Gov't Code Section 54957.2:</i> a. Minutes of the Closed Session of the Governance Cmte Meeting (5/29/2019)	Peter C. Fung, MD, Chair		motion required 7:25 – 7:27
16. ADJOURN TO OPEN SESSION	Peter C. Fung, MD, Chair		motion required 7:27 – 7:28
17. RECONVENE OPEN SESSION/ REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.	Peter C. Fung, MD, Chair		information 7:28 – 7:29
18. FY20 PACING PLAN ATTACHMENT 18	Peter C. Fung, MD, Chair	<i>public comment</i>	possible motion 7:29 – 7:31
19. ROUND TABLE DISCUSSION ATTACHMENT 19	Peter C. Fung, MD, Chair		discussion 7:31 – 7:34
20. ADJOURNMENT	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 7:34 – 7:35pm

Upcoming Meetings:

Regular Meetings: October 15, 2019; February 4, 2020; March 31, 2020; June 2, 2020

Education Sessions: October 23, 2019; April 22, 2020



**Minutes of the Open Session of the
Governance Committee
Wednesday, May 29, 2019
El Camino Hospital | Conference Room E (ground floor)
2500 Grant Road, Mountain View, CA 94040**

Members Present

Peter C. Fung, MD, Chair
Gary Kalbach, Vice Chair
Christina Lai
Peter Moran
Bob Rebitzer

Members Absent

None

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session of the Special meeting of the Governance Committee of El Camino Hospital (the “Committee”) was called to order at 5:34pm by Chair Fung. A silent roll call was taken. Christina Lai joined the meeting at 5:36pm during Agenda Item 4: Consent Calendar. All other Committee members were present at roll call.	
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Fung asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
3. PUBLIC COMMUNICATION	None.	
4. CONSENT CALENDAR	<p>Chair Fung asked if any member of the Committee or the public wished to remove an item from the consent calendar. No items were removed.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (April 2, 2019); and for information: Progress Against Committee Goals; Article of Interest.</p> <p>Movant: Moran Second: Kalbach Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Consent Calendar approved</i>
5. REPORT ON BOARD ACTIONS	Chair Fung described the recent District Board actions at the May 20 and May 21, 2019 meetings, including the appointment of Don Watters (effective immediately through December 4, 2020) and Jack Po, MD, PhD (effective July 1, 2019 through June 30, 2022) to the El Camino Hospital Board. Dr. Fung thanked Ms. Lai for her participation as an advisor to the District’s ECH Board Member Election Ad Hoc Committee. Mr. Kalbach, Mr. Rebitzer, and Dan Woods, CEO described the Joint Meeting of the Finance Committee and the Board at its May 28, 2019 regarding the FY20 budget.	
6. FY20 BOARD & COMMITTEE MASTER CALENDAR	<p>The Committee discussed options for the October and November Hospital Board meetings not on the typical second Wednesday schedule.</p> <p>Chair Fung suggested that the Committee consider recruiting additional member(s) to the Committee. As recommended by staff, the Committee requested pacing a recruitment discussion in August.</p>	<i>Recruitment discussion paced for August FY20 Master</i>

	<p>Motion: To recommend the Board approve the FY20 Board & Committee Master Calendar including Hospital Board meetings on October 10, 2019 and November 6, 2019.</p> <p>Movant: Kalbach Second: Rebitzer Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Calendar recommended</i>
7. FY20 COMMITTEE GOALS	<p>In response to Mr. Moran's questions, Ms. Murphy noted that the Quality Committee has faced attendance and turnover issues during FY19. She described the current recruitment efforts with the Quality Committee's Ad Hoc Committee. The Committee discussed the change in Quality Committee leadership and the contributions of the community members.</p> <p>Motion: To recommend that the Board approve the Proposed FY20 Committee Goals.</p> <p>Movant: Moran Second: Kalbach Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<i>FY20 Committee Goals recommended for approval</i>
8. FY20 COMMITTEE MEMBER AND COMMITTEE CHAIR ASSIGNMENTS	<p>Ms. Murphy described the proposed slate from the Board Chair with the inclusion of the two newly appointed Hospital Board members, Dr. Po and Mr. Watters.</p> <p>Motion: To recommend that the Board approve the Proposed FY20 Committee Member and Committee Chair Assignments.</p> <p>Movant: Rebitzer Second: Moran Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<i>FY20 Slate recommended for approval</i>
9. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 6:01pm.</p> <p>Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Adjourned to closed session at 6:01pm</i>
10. AGENDA ITEM 14: RECONVENE OPEN SESSION/ REPORT OUT	<p>Open session was reconvened at 6:44pm. Agenda items 10-13 were addressed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Governance Committee Meeting (April 2, 2019) by a unanimous vote in favor of all members present (Fung, Kalbach, Lai, Moran, Rebitzer).</p>	

11. AGENDA ITEM 15: APPOINTMENT OF AD HOC COMMITTEE TO ASSESS AND MAKE RECOMMENDATI ONS REGARDING SYSTEM GOVERNANCE ISSUES	<p>Motion: To appoint Gary Kalbach and Pete Moran to the Ad Hoc Committee to assess and make recommendations regarding system governance issues.</p> <p>Movant: Fung Second: Lai Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>System Governance Ad Hoc Committee appointed</i></p>
12. AGENDA ITEM 16: PROPOSED FY20 PACING PLAN	<p>The Committee requested the following additions to the Pacing Plan:</p> <ul style="list-style-type: none"> - August 2019 meeting: Committee Recruitment discussion - October 2019 meeting: Ad Hoc Committee Report <p>Motion: To approve the FY20 Pacing Plan with the above additions.</p> <p>Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>FY20 Pacing Plan approved</i></p>
13. AGENDA ITEM 17: ROUND TABLE DISCUSSION	<p>The Committee and staff discussed the effectiveness of the meeting.</p>	
14. AGENDA ITEM 18: ADJOURNMENT	<p>Motion: To adjourn at 6:51pm.</p> <p>Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Meeting adjourned at 6:51pm</i></p>

Attest as to the approval of the foregoing minutes by the Governance Committee of El Camino Hospital:

Peter C. Fung, MD
Chair, Governance Committee

**EL CAMINO HOSPITAL
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: August 13, 2019
Subject: Update on Board and Committee Recruitment

Purpose:

To inform the Governance Committee regarding recruitment efforts for the Board and its Advisory Committees.

Summary:

1. Situation:
 - A. Advisory Committees: The Quality, Patient Care and Patient Experience Committee (“QC”) currently consists of four Board members and one Community Member, five community members having the left the Committee over the course of the last 12 months. The Governance Committee (“GC”) currently consists of three Board members and two Community members.
 - B. Board of Directors: Director Rebitzer’s and Director Kliger’s first terms expire on June 30, 2020. Both are eligible for three additional 3- year terms.
2. Authority: Review of Board and Advisory Committee composition are within the Governance Committee’s chartered responsibilities.
3. Background:
 - A. Advisory Committees: The QC is interviewing three candidates at its August 5, 2019 meeting and it is expected to make recommendations to the Board for new members at the Board’s August 21, 2109 meeting. The GC will consider the need to recruit additional members later in this meeting.
 - B. Board of Directors: The District Board appointed an Ad Hoc Committee comprised of Directors Miller and Ting to consider the re-election of Directors Rebitzer and Kliger. Christina Lai and Lanhee Chen will serves as advisors to the Committee. I expect the Committee will begin its work in August or September 2019.
4. Assessment: N/A
5. Other Reviews: N/A
6. Outcomes: N/A

List of Attachments:

None.

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About the Author

Amy Soos serves as senior researcher for The Governance Institute. With over 10 years of governance experience, she has worked closely with Governance Institute members providing board self-assessment reports and customized research. She also leads The Governance Institute's resources for governance support professionals.

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Introduction

Board education development, setting board goals, and establishing work plans to accomplish those goals are intimately related—the board’s goals and the consequent work plan reflect that relationship. In addition, the board’s goals should be determined by the organization’s strategic plan.

By thoughtfully reviewing and developing education plans, goal setting, and an annual work plan, the board can set realistic targets, accomplish goals, and ultimately, perform more effectively to the benefit of the organization as a whole. This *Elements of Governance*® reviews each of these important board activities and lays out descriptions and key considerations to aid your board in developing its own education program, goal setting, and work plan.

Board Education

Once a new board member has completed the board orientation program, it is key to provide further, ongoing education activities. The following are some ways the board can access ongoing education:

- Take advantage of programs geared specifically to hospital and health system boards.
- Read and review relevant industry publications, journals, magazines, and news articles, and discuss such materials during an education session in a board meeting.
- Bring in expert consultants and facilitators to conduct educational sessions during board meetings or retreats.
- Set aside time during a meeting to discuss a topic in which the board may be particularly interested, or one that presents an area of weakness for the board. Provide supporting and background materials as needed.
- Some organizations have developed e-learning courses for board members to review on an ongoing basis, either to test their knowledge or remind them of the keys to effective governance.

The key to ongoing board education is to expose board members to current trends in the industry on a regular basis.

The Role of the Governance or Board Development Committee

The governance committee or board development committee generally spearheads the board's education program (review your committee charters if necessary and be sure that this responsibility is outlined for the appropriate committee in your organization). Many organizations have internal speakers at board meetings, such as the compliance officer or director of the quality improvement program. They may also have department managers give an overview of their departments, services, and/or programs.

At the very least, education sessions should take place at most board meetings. Routine education sessions are most effective when they take place at or near the beginning of the meeting and take up roughly 15 percent of the meeting time (for example, a 15-minute session is appropriate for a 90-minute board meeting).

Boards that meet less frequently than once a month may choose to do a longer session on a quarterly basis, while others may choose to devote one full board meeting per year entirely to board education. Similarly, some boards choose to schedule board education programs at an annual retreat, often to go along with strategic planning.

A strong board education program paves the way to setting board goals (described in the next section), because board members are more aware of industry trends, new regulations, and the workings of their own organization, which provides a foundation of knowledge that can help shape the appropriate board goals for their organization.

Setting Board Goals

Goal setting involves establishing specific, measurable, and time-targeted objectives. To be most effective, goals should be tangible, specific, and realistic. The full board should participate in the goal-setting process; that is, each board member should have defined expectations and make a substantial contribution.

Goal setting also requires motivation. Simply setting a target may lead to progress in the desired direction, but understanding why the target is desired encourages personal investment into the achievement of the goal.

SMART Goals

Goal setting is of vital importance because it facilitates the board in focusing its efforts in a specified direction. The purpose for establishing clear goals is so each person on the board can give a similar answer to the question: What are we trying to achieve? Goals that produce a high level of performance are often difficult. Commonly referred to as SMART goals,¹ below is a description of the five goal characteristics:

- **Specific:** Goals should be straightforward and emphasize what you want to happen. Specifics help the board to focus its efforts and clearly define what is going to get done. “Specific” encompasses the what, why, and how—what are you going to do, why is this important to do at this time, and how are you going to do it?
- **Measurable:** Goals that cannot be measured are difficult to manage. In the broadest sense, the goal statement is a measure for the project; if the goal is accomplished, then it is a success. However, it is important to establish concrete criteria for measuring progress toward the attainment of each goal you set. Short-term or small measurements built into the overall goal along with measurable progress and target dates will allow the board to see the change occur or, conversely, not occur.
- **Aligned:** The board should be continually connecting its efforts directly and precisely with the goals of the organization. Goal alignment focuses everyone on maintaining the core mission of the organization and moving toward the same vision of success. Goals should be integrated with the organization’s strategic plan.
- **Realistic:** It is important that the board remains realistic during the initial goal-setting process; in other words, realistic means “doable.” It means the learning curve is not a vertical slope and adequate resources, knowledge, and time are available to do the work.
- **Time-bound:** Set a timeframe for the goal, while ensuring enough time for achievement of the goal but also ensuring that the goal is met in a timely manner considering other goals and events the board and organization may be dealing with. Goals must have starting points, ending points, and fixed durations. Goals without deadlines or schedules for completion tend to be overtaken by the day-to-day crises that invariably arise in an organization.

1 The first use of the term SMART is unknown, but Peter Drucker, in his 1954 seminal work, *The Practice of Management* (Collins, 1993), outlined a system that was very similar to SMART objectives while discussing objective-based management.

SMART Goals

- **Specific:** The goal is clear and precise targets and standards are identified.
- **Measurable:** The goal can be assessed and quantified. The extent to which the goal has been achieved is obvious. *What gets measured gets done.*
- **Aligned:** The goal is supportive of and consistent with the goals/strategic plan of the organization.
- **Realistic:** While meeting the goal will be a challenge, the goal is not impetuous or a castle in the sky.
- **Time-bound:** An end point is identified or a completion date established so that goal achievement is not “open-ended.”

Example: Consider the difference between the statement, “We will be the providers of the highest quality of care,” and a goal statement that is SMART: “We will decrease/increase X% of patient care goal/indicator by a certain date.”

Board Goals versus Organizational Goals

The board develops its own goals that are separate from the organization’s goals outlined on its strategic plan. However, the board’s goals should help further the organization’s goals—the primary difference being that the board must focus on its own responsibilities and oversight, not delve into operations and management issues; and the board’s goals should be considered in light of its own effectiveness in leading the organization, including goals to improve areas of weakness in board function.

Organizational goals are:

- Tied to the vision and strategic direction/plan of the organization
- Few in number and succinctly stated
- A foundation for the CEO’s and organizational performance
- Objectives
- Realistically achievable
- Quantifiable
- Time-specific and established annually
- Aligned with each other
- Benchmarked for monitoring CEO and organizational performance

Board goals are:

- Annual expectations established by the board for its own priorities and performance
- Specific actions the board can/must do to ensure its own effectiveness, and contribute to the achievement of organizational goals and strategic direction
- Focused on work, time, attention, and structure of the board
- A method of facilitating proactive rather than reactive board behavior
- The basis for an annual board work plan and agendas
- Benchmarks for annual evaluation of board performance

Developing the Board's Work Plan

Once the board has established its goals, it should then create a work plan that captures the various duties and responsibilities of the board and illustrates how the board will meet its goals. The plan should allow the board to ensure that it is fulfilling its fiduciary responsibilities and meeting its obligations under the law and under its own policies. It should be an annual planning tool that assists the board and staff in identifying reporting deadlines, distribution of workload, and planned board meetings and committee work.

This work plan is intended to collect and simplify information from various sources (e.g., board committees and staff). A simple checklist can be created for board members to quickly see which tasks are being done. The governance or board development committee is usually responsible for monitoring the overall work plan and a copy of the updated work plan should be included in the board packets handed out at each meeting.

Like any planning tool, it is in constant evolution. Although the board approves the plan once per year, it should be modified throughout the year in order to incorporate new activities or incorporate decisions the board makes and policies it may adopt throughout the year.²

Key Considerations

Below is a list of considerations when generating a work plan for the board and/or committees:

- **Who?** Who are the key groups and/or individuals that need to be involved? What is the best way to involve them? Who are the groups and/or individuals that will benefit from the proposed activities? Who will be involved in the various stages of putting the plan into action? What is their specific role?
- **What?** What resources do you require to put your plan into action?
- **When?** When do you start? Are your timelines achievable? Have you considered other initiatives that are occurring simultaneously?
- **How?** How will you put your plan into action? List the major steps or milestones that need to take place. Identify obstacles you may encounter and how they will be managed.

Indicators

Indicators should be identified at this time. How will you know if your program is a success? What indicators will tell you whether or not you have met your goals and objectives?

The board should also review the previous year's work plan accomplishments. Smart probing and analysis of your organization's past goals and the work to achieve them—whether successful or not—can provide valuable insight that can shape future outcomes.³

- Validation of past successes and identification of issues that inhibit success
- Opportunities and challenges not considered during the goal-setting process
- Stakeholder goals not considered during the goal-setting process
- Communication—what worked, what didn't and where is improvement needed?
- Were there any breakdowns between expectations and performance? Or, if alignment was maintained, what did it take to achieve it?

Committee Work Plans⁴

One of the best ways to ensure effective board committees is through use of a *committee* work plan. Like the board's work plan, this plan specifies goals for the committee, strategies to meet those goals, and timelines for completion of the goals. The goals of the committee should be closely aligned with the strategic goals determined during strategic planning, and should support the board's goals and work plan.

Each board committee and relevant staff members reference their committee work plan to guide completion of their portion of the organization's strategic plan (e.g., the finance committee works from the finance work plan, the marketing committee from a marketing work plan, and so forth). The plan references the related goal(s) from the strategic plan. Work plans include objectives that, in total, implement the respective strategy.

2 "Board of Governors - Board Work Plan: Niagara College," Niagara College, Welland, Niagara Falls, Niagara-on-the-Lake, Ontario, Canada. Accessed June 26, 2009 at <https://www.niagaracollege.ca/boardofgovernors/>.

3 "Performance Edge: Top-Down Goal Alignment," IMN - HTML Email Marketing Newsletters, Services and Solutions. Accessed June 29, 2009 at www.imakenews.com/cepworldwide/e_article001026029.cfm?x=b11,0,w.

4 "Sample of a Board of Directors Committee Work Plan," Free Management Library. Accessed June 26, 2009 at managementhelp.org/boards/brdwkpln.htm.

Conclusion

The board's work plan, when developed thoughtfully and framed by realistic goals and targets, can be an extremely useful tool in assisting the board. The work plan should include board education and goals. Establishing specific, measurable, and time-targeted objectives are key for the work plan to be effective.

Incorporating the development of the work plan into the board's strategic planning session is a great way to ensure the plan's alignment with organizational goals and the strategic vision/mission of the organization. And like any planning tool, it must be revisited on a regular basis and assessed, updated, changed, and/or added to as needed.

“Plans are only good intentions unless they immediately degenerate into hard work.”

—Peter Drucker



**EL CAMINO HOSPITAL
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: August 13, 2019
Subject: Report on Board Actions

Purpose:

To keep the Committee informed with regards to actions taken by the El Camino Hospital and El Camino Healthcare District Boards.

Summary:

1. **Situation:** It is important to keep the Committees informed about Board activity to provide context for Committee work. The list below is not meant to be exhaustive, but includes agenda items the Board voted on that are most likely to be of interest to or pertinent to the work of El Camino Hospital's Board Advisory Committees.
2. **Authority:** This is being brought to the Committees at the request of the Board and the Committees.
3. **Background:** Since the last Governance Committee Meeting, the Hospital Board has met once and the District Board has met once. In addition, since the Board has delegated certain authority to the Compliance and Audit Committee, the Finance Committee, and the Executive Compensation Committee; those approvals are also noted in this report.

A. ECH Board Actions

June 12, 2019

- Approved FY19 Period 10 Financials
- Approved FY20 Organizational Goals
- Approved FY20 El Camino Hospital Capital and Operating Budget
- Approved FY20 Community Benefit Plan
- Approved FY20 CEO Salary Range
- Approved FY20 Master Calendar, Committee Appointments and Committee Goals
- Approved Infection Control Medical Director Agreement

B. ECHD Board Actions

June 18, 2019

- Approved Resolution 2019-05 Recognizing ECH Community Benefit grantee Cristo Rey San Jose Jesuit High School
- Approved Resolution 2019-06 Establishing Tax Appropriation Limit
- Approved FY20 Community Benefit Plan
- Approved FY20 ECH Capital and Operating Budget, FY20 ECHD Consolidated and Stand-Alone Budget and FY19 Period 10 Financials
- Allocated \$6,958,521 of tax revenues to the Mountain View Campus Women's Hospital Expansion/Renovation/Reconstruction Project

Report on Board Actions
August 13, 2019

- Appointed Director Julia Miller as the District's Liaison to the Community Benefit Advisory Council
- Elected New Board Officers
 - Gary Kalbach, Chair
 - George O. Ting, MD, Vice Chair
 - Julia Miller, Secretary/Treasurer
- Appointed Julia Miller as Chair of the ECH Board Member Election and Re-Election Ad Hoc Committee, George O. Ting, MD as a member of the Committee and Lanhee Chen and Christina Lai as advisors

C. Finance Committee Actions

- Approved Lithotripsy Professional Services Agreement and Behavioral Health Unit On-Call Panel Agreements
- Approved funding for MV Campus Signage not to exceed \$2.5 million

D. Compliance and Audit Committee: None since last report.

E. Executive Compensation Committee Actions

- Approved FY20 Executive Bases Salary Ranges and Base Salaries
- Approved FY20 Individual Executive Goals


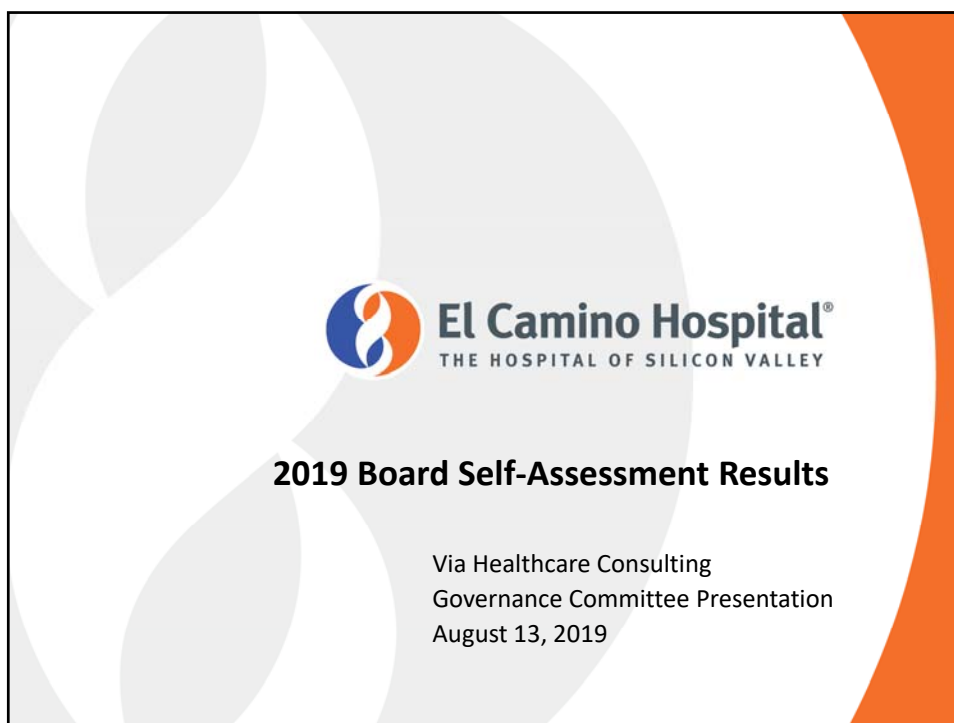
4. Assessment: N/A

5. Other Reviews: N/A

6. Outcomes: N/A

List of Attachments: None

Suggested Committee Discussion Questions: None

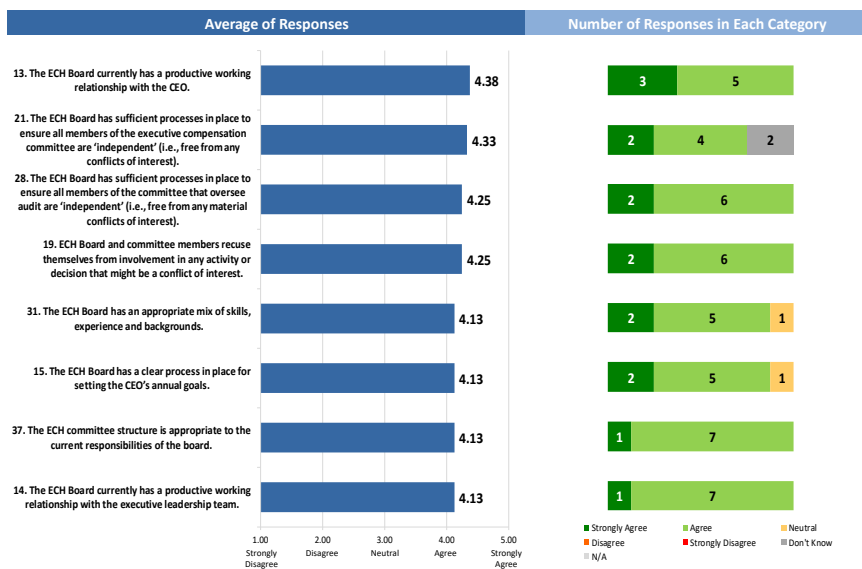


***ECH 2019
Board Self-
Assessment
Process***

- 40 closed-end statements with seven open-end questions
- Covering six areas of governance effectiveness
- 30-minute telephone interviews
- All board members invited to participate
- Key executive leaders included in the interviews but did not participate in the written survey

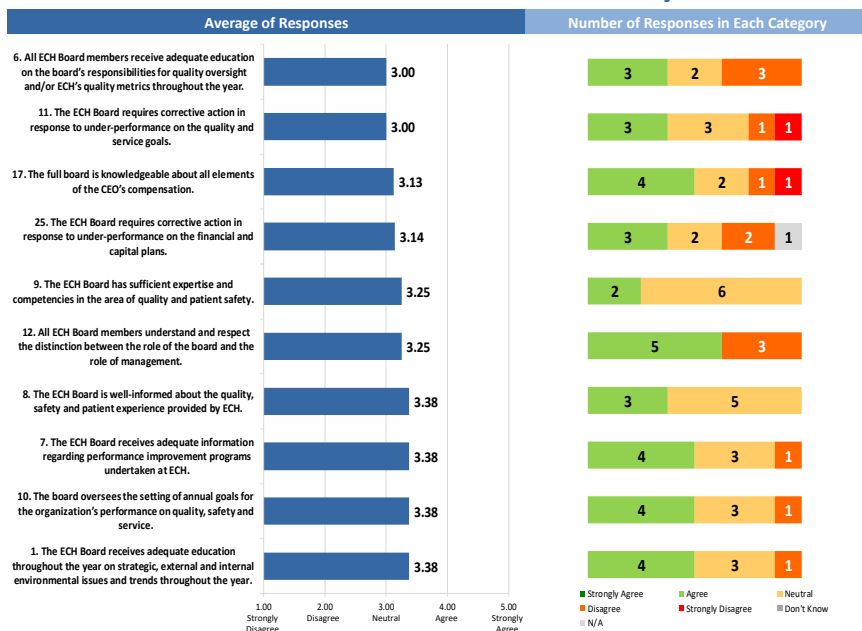
2

Highest Rated Statements Across All Survey Sections



3

Lowest Rated Statements Across All Survey Sections



4



Clear Strengths

- Improved effectiveness and focus
- High level of dedication and commitment
- Reasonably well prepared and engaged
- Variety of perspectives and skills
- Strong working relationship with CEO

5

Areas of Opportunity

- Board's role in quality oversight
- Coming together as a team
- Level of detail in materials and presentations
- Continuing governance education
- Governance - management distinction



6

Recommendations for Discussion

- Revamp the board's approach to quality oversight
- Redesign agendas to increase time for strategic discussions
- Restructure presentations to improve focus and promote dialogue
- Develop a more intentional ongoing board education process
- Revisit meeting frequency to determine if current schedule is optimal
- Implement board meeting evaluations to assess effectiveness



7

Proposed Next Steps

1. Revise consultant recommendations based on Governance Committee feedback
2. Present revised set of recommendations to the ECH Board for discussion and endorsement
3. Prioritize and implement agreed upon board actions
4. Monitor and evaluate progress on a quarterly basis



8



2019

DRAFT Board Self-Assessment

Prepared by



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Introduction and Executive Summary

In the interest of enhancing its governance effectiveness, members of the El Camino Health (ECH) Board of Directors participated in a board self-assessment process in the summer of 2019. Erica Osborne, Principal at Via Healthcare Consulting, provided the consulting and analysis for this effort. This report provides a high-level summary of the issues that were raised during the process and includes a set of recommendations for board consideration.

Governance best practices call for boards to evaluate their performance regularly and adopt improvements to function better. This type of governance assessment can help a board ensure that governance structures, composition, policies and practices provide a platform for thorough oversight and deliberation, effective policy making, efficient decision making, and strong ties with and accountability to the community and external regulators. In today's rapidly changing marketplace, effective and efficient governance has never been more important to organizational performance.

Executive Summary

Overall, most ECH Board members believe the board continues to make progress. Members come to meetings reasonably well prepared and have done a better job maintaining a strategic focus over the past year. Board meetings are more efficient and most members appreciate the board chair's efforts to manage meeting agendas and keep the board on track. Individuals exhibit a high level of dedication and commitment and the addition of new board members has provided additional diversity and a better mixture of expertise. The survey results also indicate the board believes it has a good working relationship with the CEO and comments made during the interviews indicate that most are pleased with the work being done around organizational strategy.

The assessment also identified several opportunities for improvement. Members would like to better understand their responsibilities in the area of quality oversight and would benefit from additional discussions and education in this area. There is a desire to revisit meeting frequency, continue to streamline materials and increase the amount of discussion time during the board meetings. In addition, while most members agree that collegiality amongst board members has improved, several feel that additional sessions held outside the typical board meeting structure would allow board members to get to know one another better and come together as a more cohesive team.

We are pleased to present these results and look forward to discussing the findings with board members at the August 21, 2019 board meeting. It is important to note that this assessment process was designed to gauge the effectiveness and efficiency of the board as a whole, not of the individual board members. In addition, it was focused on the governance of the organization, not its management or operations.

Overview of the Process

This year's board self-assessment process consisted of two phases. The first phase involved the administration of a customized questionnaire to board members via the SurveyMonkey online survey tool. Board members were asked to rate their level of agreement on a scale of 1-5 – from strongly agree to strongly disagree – to 40 statements across six areas of board responsibility. Each section also invited open-ended responses. Eight out of nine ECH Board members responded.

The second phase of the assessment process included confidential telephone interviews with eight board members and six ECH executive team members. The interviews provided an opportunity to probe for greater clarity on the board's current state and solicit suggestions for improvement.

The six areas of Board responsibility covered by the survey were:

- Mission and Planning Oversight: Setting Strategic Direction
- Quality Oversight: Monitoring Performance Improvement
- Management Oversight: Enhancing Board-Executive Relations
- Legal and Regulatory Oversight: Ensuring Organizational Integrity
- Finance and Audit Oversight: Following the Money

Recommendations

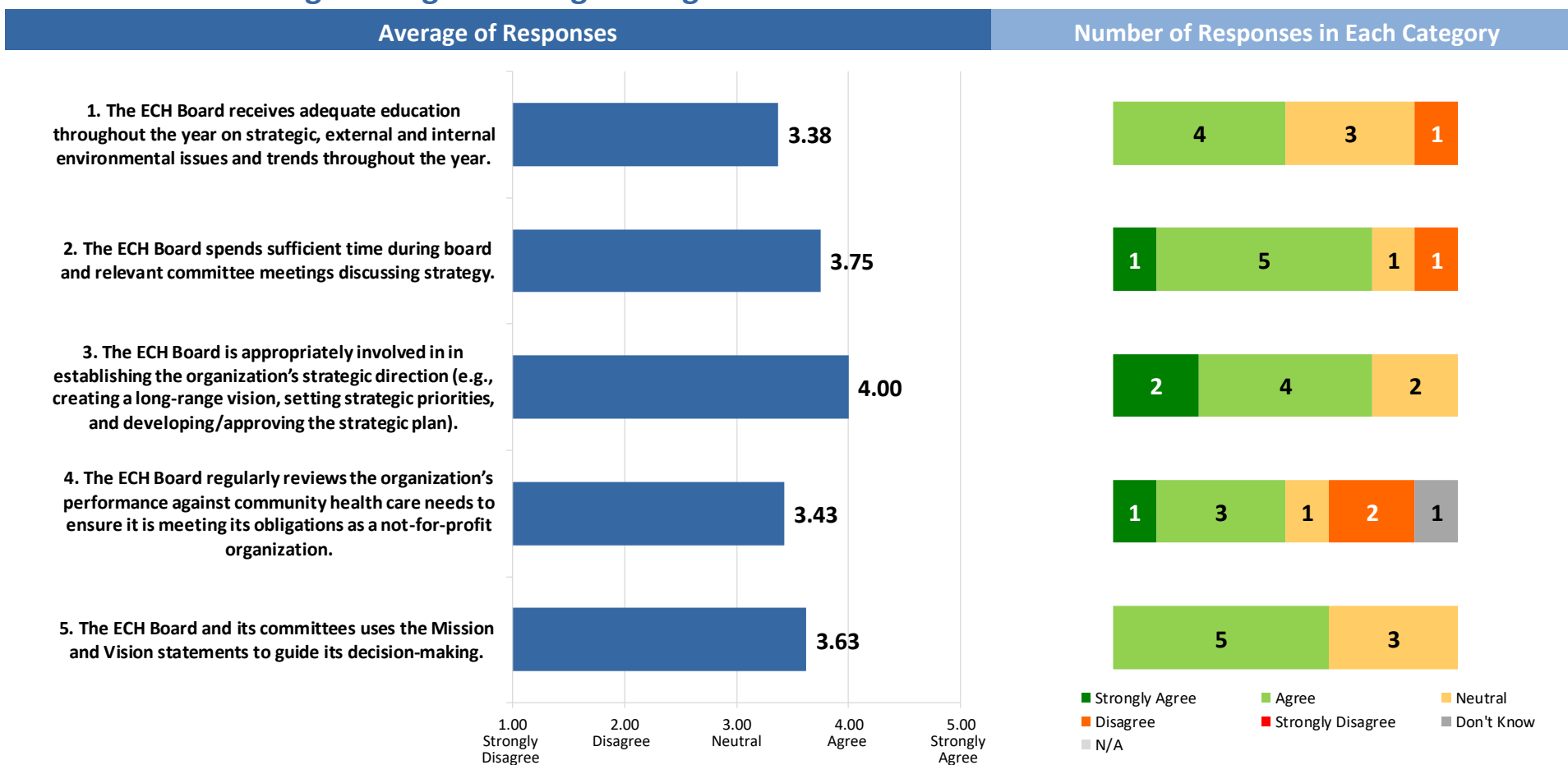
Consultant's Recommendations

Based on the results of the 2019 ECH Board Self-Assessment Process and our extensive experience in the area of governance effectiveness, Via Healthcare Consulting offers the following recommendations for the ECH Board's consideration:

1. Revamp the board's approach to quality oversight
 - Consider adopting the IHI Framework for Governance of Health System Quality as a way to add rigor to the board's approach to quality oversight. This provides an actionable framework for the oversight of all dimensions of quality, tools for evaluating current processes to determine gaps and areas for improvement, as well as educational guides to advance the board's understanding in this area.
 - Hold an educational retreat focused on quality oversight. The purpose would be to provide additional education on the board's role in quality oversight including information on quality goals, indicators and how to interpret data. It would also provide discussion time on how ECH defines quality and what the organization's approach should be.
2. Convene board members outside the typical board meeting structure to facilitate greater cohesiveness and teamwork. This could include single agenda item meetings, philosophy sessions, strategic retreats that provide ample discussion time.
3. Develop an overarching strategy for ongoing board education. The intent would be to identify topics and modalities that would enhance the governance competencies and engagement of the ECH Hospital Board.
4. Redesign meeting agendas, reducing the number of agenda items and increasing the time devoted to strategic discussions.
5. Restructure board meeting presentations to improve focus and promote dialogue.
6. Revisit meeting frequency to determine whether current schedule is optimal and adds value.
7. Increase opportunities for cross-committee meetings and encourage greater board and committee member participation.
8. Implement board meeting evaluations to assess quality of materials, meeting mechanics and effectiveness of the meetings.

Board Self-Assessment Survey Results

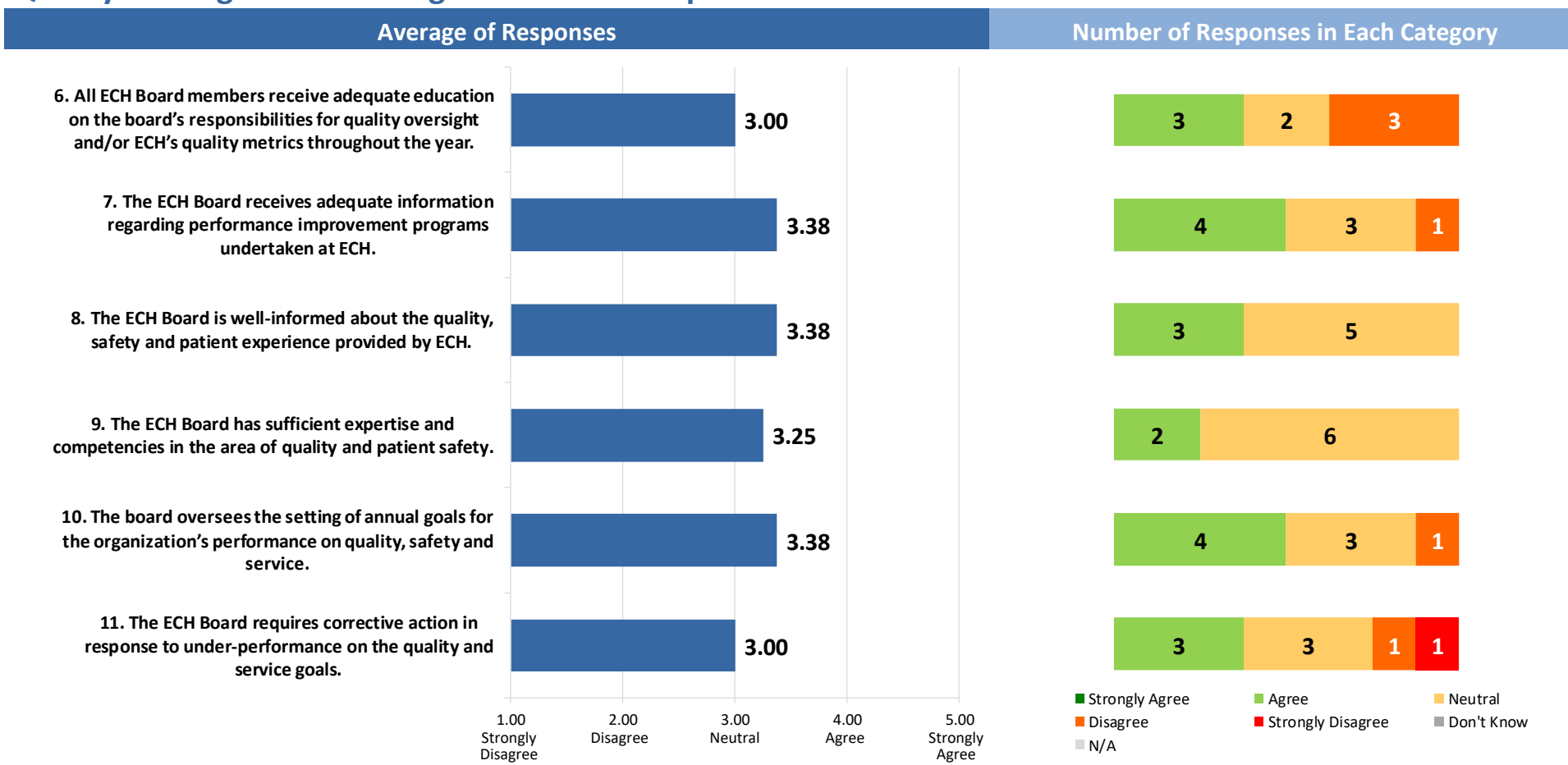
Mission and Planning Oversight: Setting Strategic Direction



Summary of Comments for Mission and Planning Oversight:

- The board has done much about education/discussion of the Board strategies. The CEO is doing a great job.
- The training we've had to date is limited. Trainers/consultants brought in to-date seem a bit 'junior' in knowledge and training skills.
- We have gotten much better in using meeting time for strategic and generative discussions. The board packets have become more focused and more pitched to the issues of governance. There is still considerable room to reduce the pure reporting part of the board packages and to help executives focus their presentations on board level issues and decisions.
- We still get bogged down in operational discussion and questions at the one foot level in discussion.
- #4—Not clear on what the definition of "regularly" is. We review health care needs as part of the tri-annual analysis. I am not sure if community need changes more frequently or if there is more regular data for us to review more often. Similarly, we get semi-annual performance reports. I believe that is sufficiently regular.
- #5 - The Mission and Vision statements were not referred to in recent decisions.
- There is insufficient interest, knowledge, and urgency on the board to discuss/evaluate the community health care needs/obligation. Rather, it is relying on the Community Benefit Advisory committee to do so, and it itself is largely staff driven. There is very little Board input and interaction.

Quality Oversight: Monitoring Performance Improvement

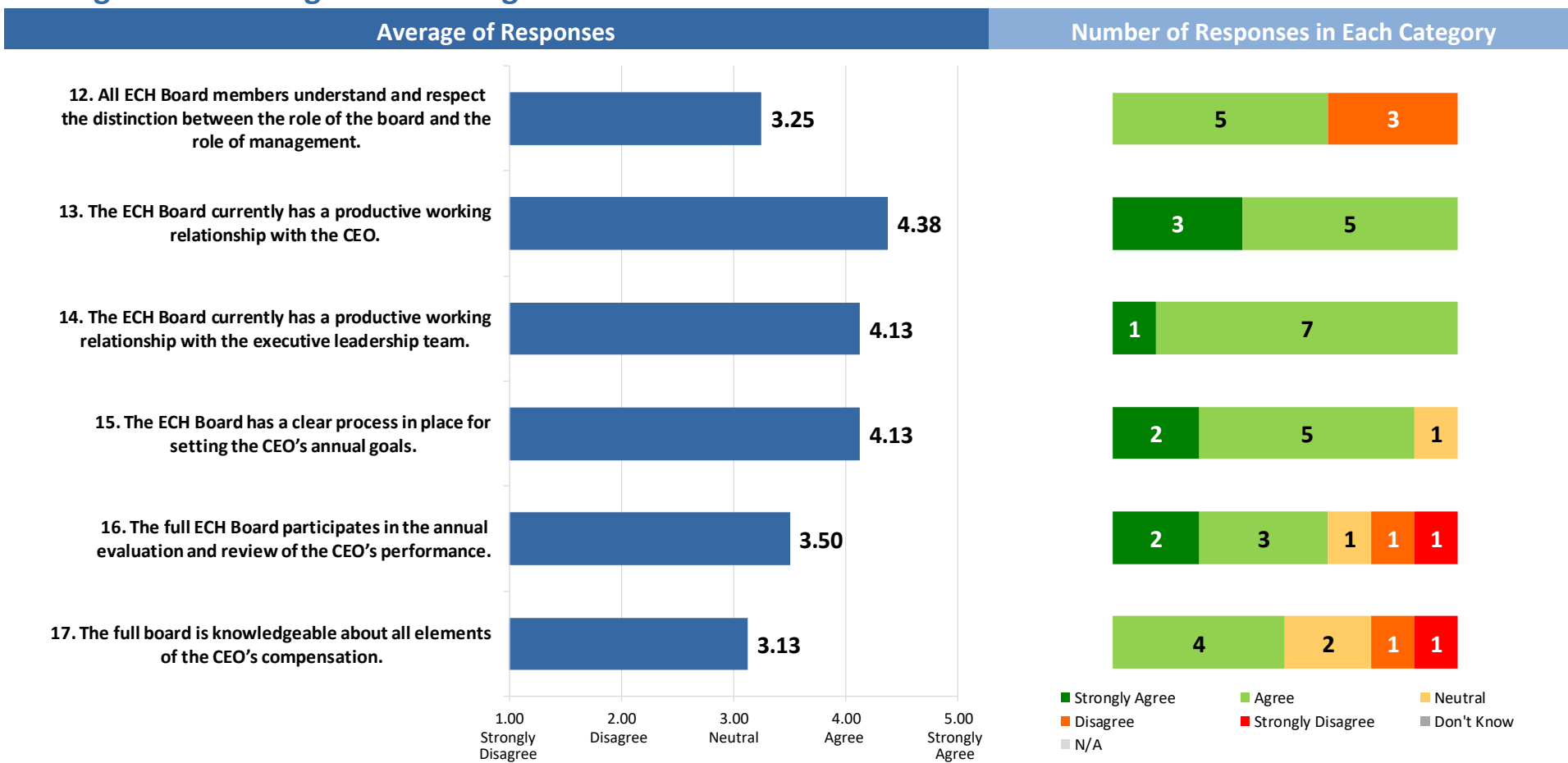


Summary of Comments for Quality Oversight:

- Some members are more knowledgeable than others regarding overall quality, safety and patient experience. Those on the Quality "Committee are familiar with them.
- Quality improvement methods are not well understood by the board. For example, most board members don't understand how to read a "run chart" which is how the metrics are presented.
- Quality" measurements are illusive for some. The CMO has his own view and the Chair of Quality has hers. Both have broad experience. It is sometime hard to tell where goal setting is serving the patient or the staff (doctors). On this basis, the board can not be as effective as it should.
- Several members indicated that the quality reporting is inadequate and appears haphazard. One member stated they would have a difficult time stating what ECH's strategy is to improve the quality of the care we deliver.
- The staff is working hard and emphasizing on areas of underperformance. Corrective actions are not necessary. Understanding, endorsement, and appreciation from the Board are better suited to enhance this effort.

- The quality subcommittee is undergoing considerable turnover. Our metrics are geared toward inpatient quality which is not sufficient as we grow our outpatient capabilities.
- May want to consider adding more technical/ subject matter expertise to the Quality Committee and providing more expert technical training.
- It is tough to balance the board's involvement with quality committee. While there is confidence in the Committee Chair's leadership, one member stated they have less confidence in this committee than in others.
- There is concern that all clinical (doctors/nurses) board members are on the committee and it was suggested that there may be a need for some balance from board members that have different/broader perspectives.
- When board has pushed on under-performance on quality goals, they have received defensive responses from management and the quality committee - the latter is concerning as it could imply the committee is being "captured" by executive team and not able to provide appropriate oversight.
- #8 - Not sure the quality/safety etc. is fully covered by current reports or in minutes, especially medical staff views on events.
- #9 - Can board members describe the safety program?
- # 10 - Haven't seen the board as a whole participate in setting annual organizational performance goals on quality, safety and service yet.
- Depends on how we define oversight. Goals appear to be given to board by quality committee vs. through active board discussion.

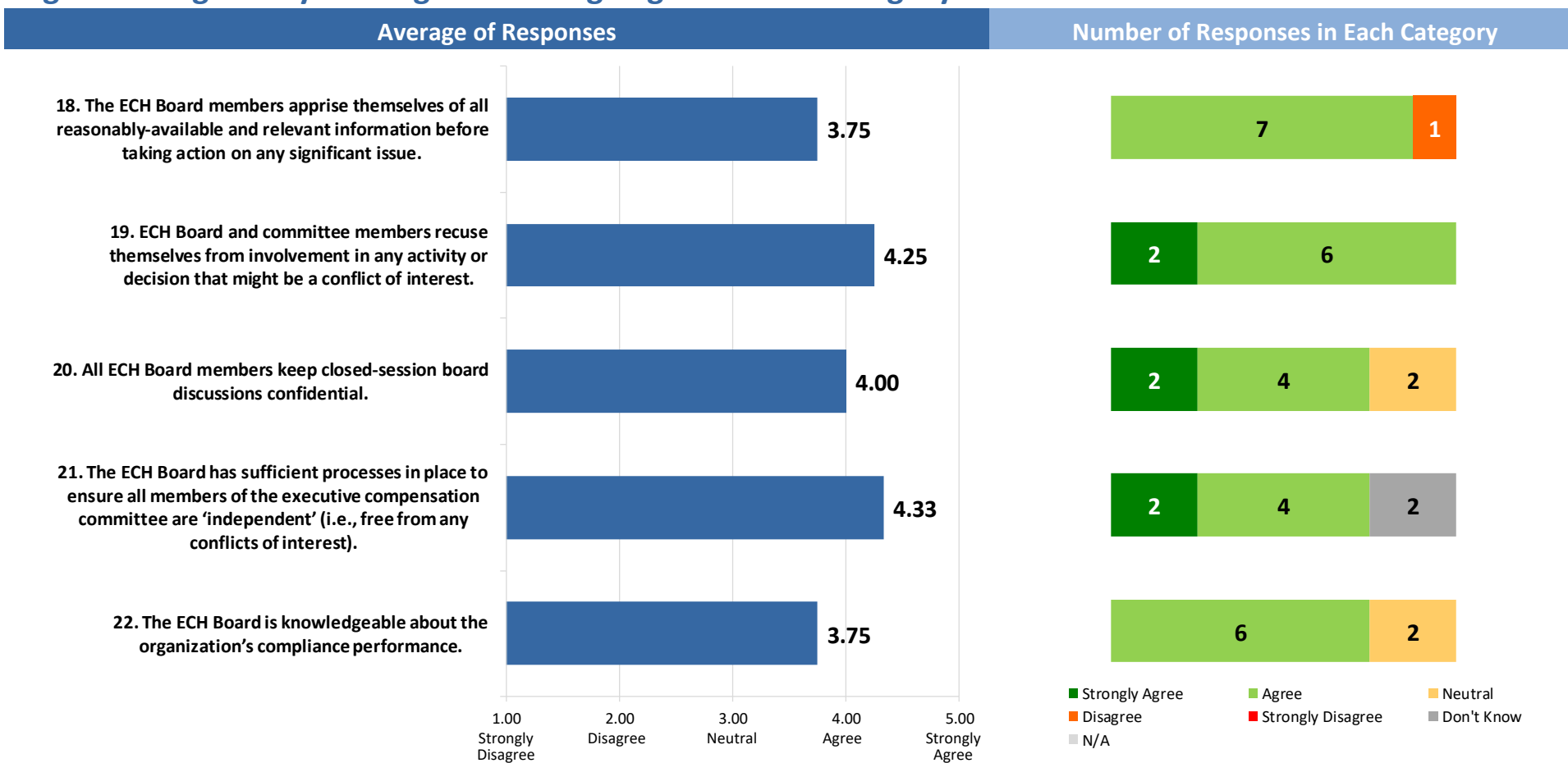
Management Oversight: Enhancing Board-Executive Relations



Summary of Comments for Management Oversight:

- We have made great progress as a board in understanding the different roles of management and board. However, there is much more work to do here. Board members at times receive management level reports rather than reports focused on board level issues and decisions. Executives are still learning how to pitch their presentations to the appropriate level. Under pressure, board members still seek to engage in issues best left to management to address.
- #12: This is impossible as all board members have different points of view and the requirements will vary based on circumstances (e.g., areas of underperformance may require more board (any board) involvement).
- There is a great and close relationship of the board with the administrative staff. Board members are doing their best to govern and not to micromanage.
- Some board members are crossing over the management line, probing into operational details. This could be perceived as a lack of trust by the management team.
- The full board does not participate in review of the CEO's performance.
- Board may not know the full details of benefits for CEO but should we? Board does understand the broad brush of compensation parameters.

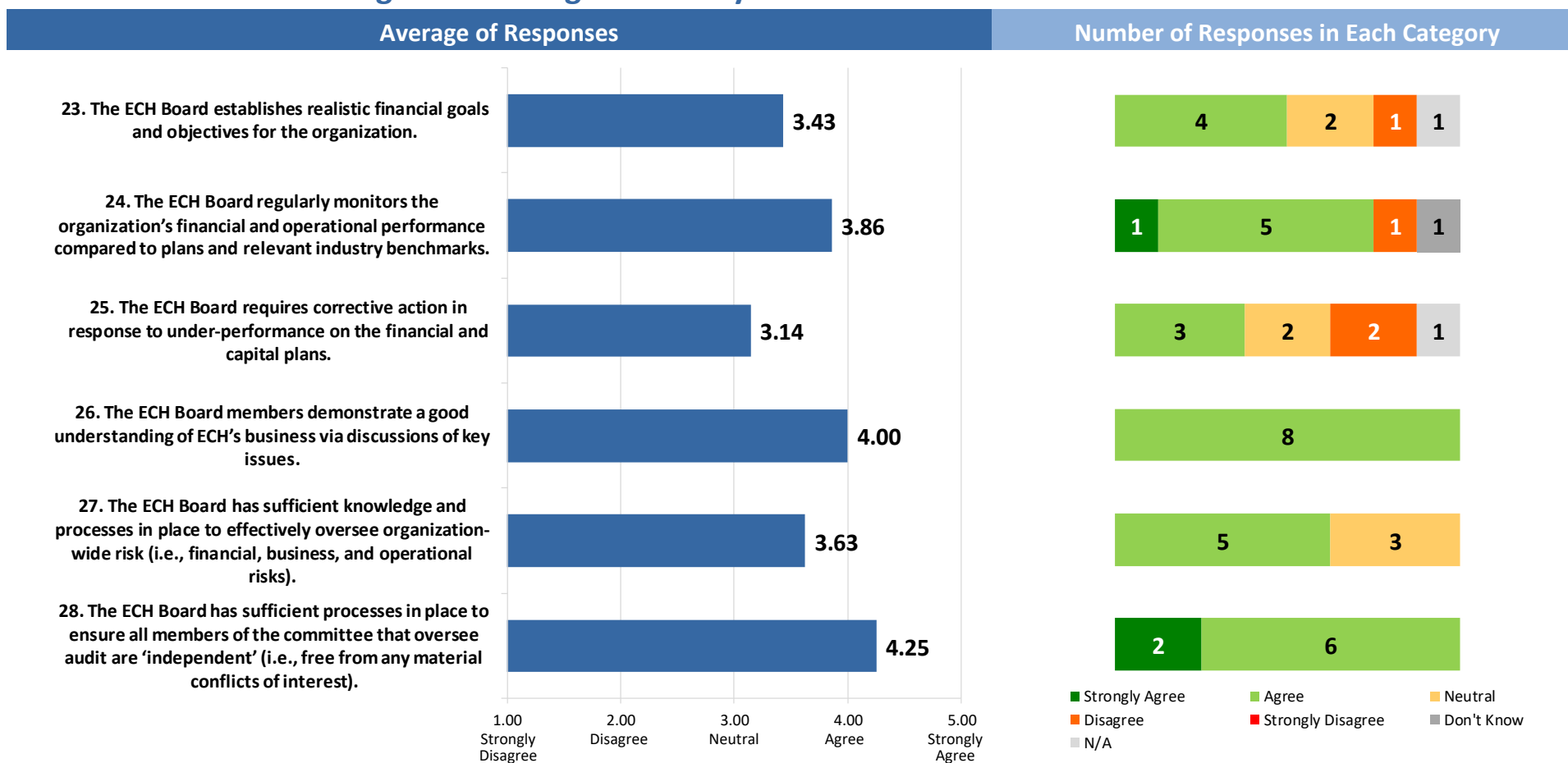
Legal and Regulatory Oversight: Ensuring Organizational Integrity



Summary of Comments for Legal and Regulatory Oversight:

- #18: This sometimes requires extra sessions with executive team to provide necessary analysis/background for major initiatives.
- Some board members, while better, share/imply results of closed session discussions even in open session.
- #22: I would say board members that are not on the Compliance Committee are "aware" vs knowledgeable regarding ECH's compliance performance — again that might be fine.
- Compliance in my view is too much geared toward process and "CYA" work and not enough toward raising substantive issues with accompanying strategic context. Compliance activity is ongoing and seems to comport with industry standards. But too often we receive reports on activities rather than reports of what the findings really mean.

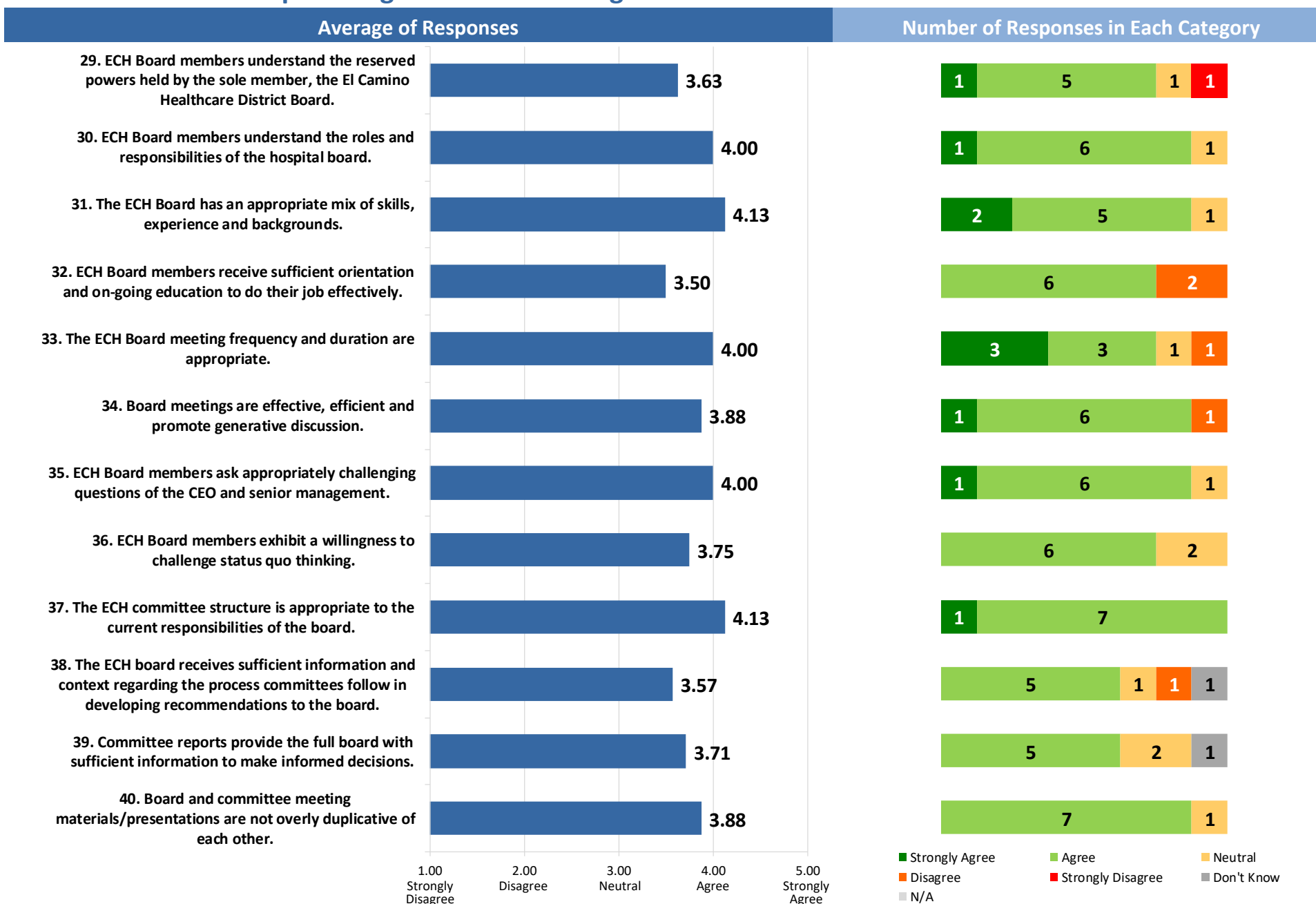
Finance and Audit Oversight: Following the Money



Summary of Comments for Finance and Audit Oversight:

- #24: Have not experienced the board regularly monitoring ECH's financial and operational performance compared to plans and industry benchmarks.
- Data demonstrates history of sandbagging operating and capital budgets. Capital budgets have never been hit, but processes have not changed. Improved access to benchmarks is tough in this industry - believe the importance of credit rating metrics are over stated.
- There is a need for greater "corrective action" on plans not met.
- The understanding of the financial matters varies amongst board members. The addition of two new members would improve our performance in these areas.
- The board does not spend enough time on the enterprise risk management work from Compliance Committee.

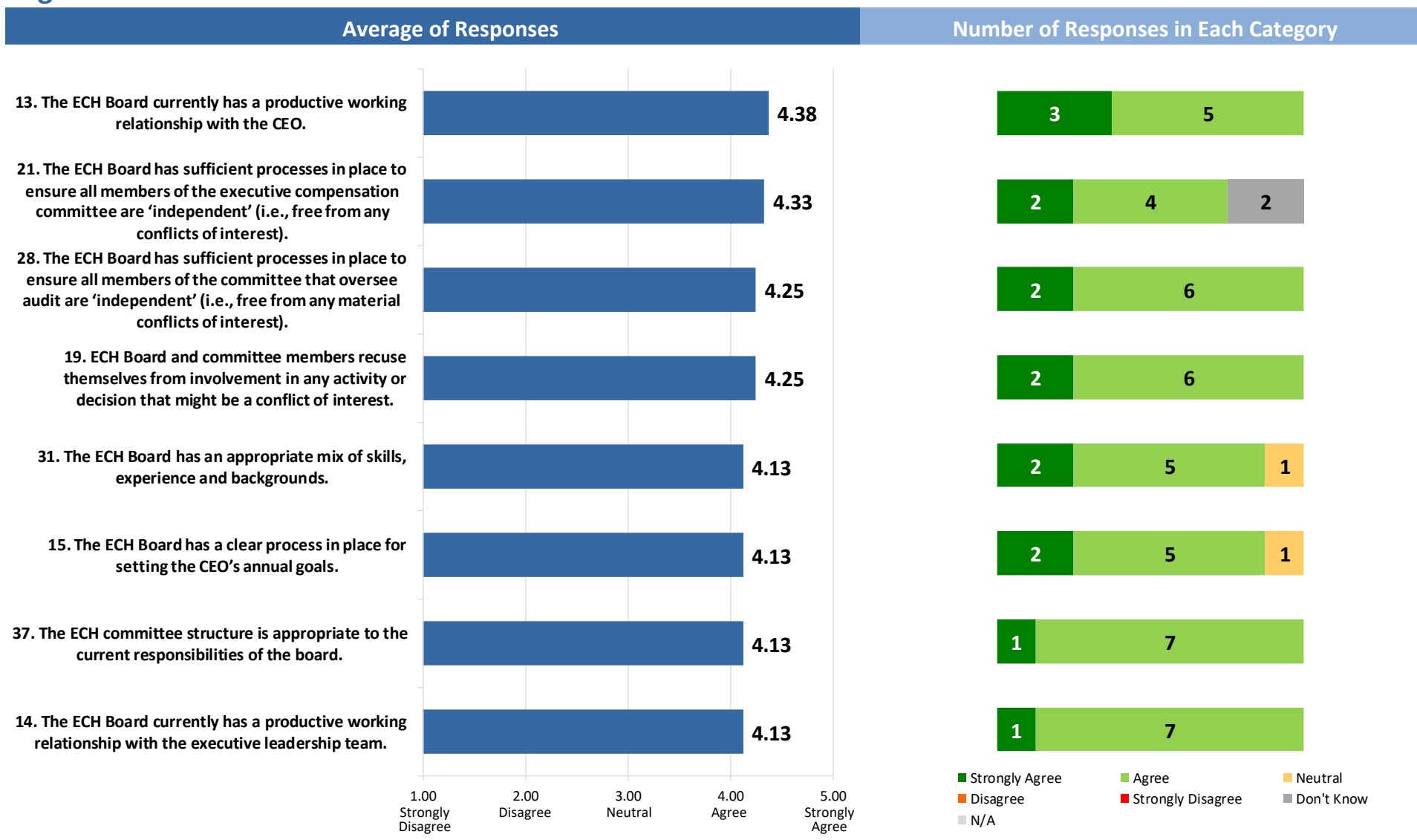
Board Effectiveness: Optimizing Board Functioning



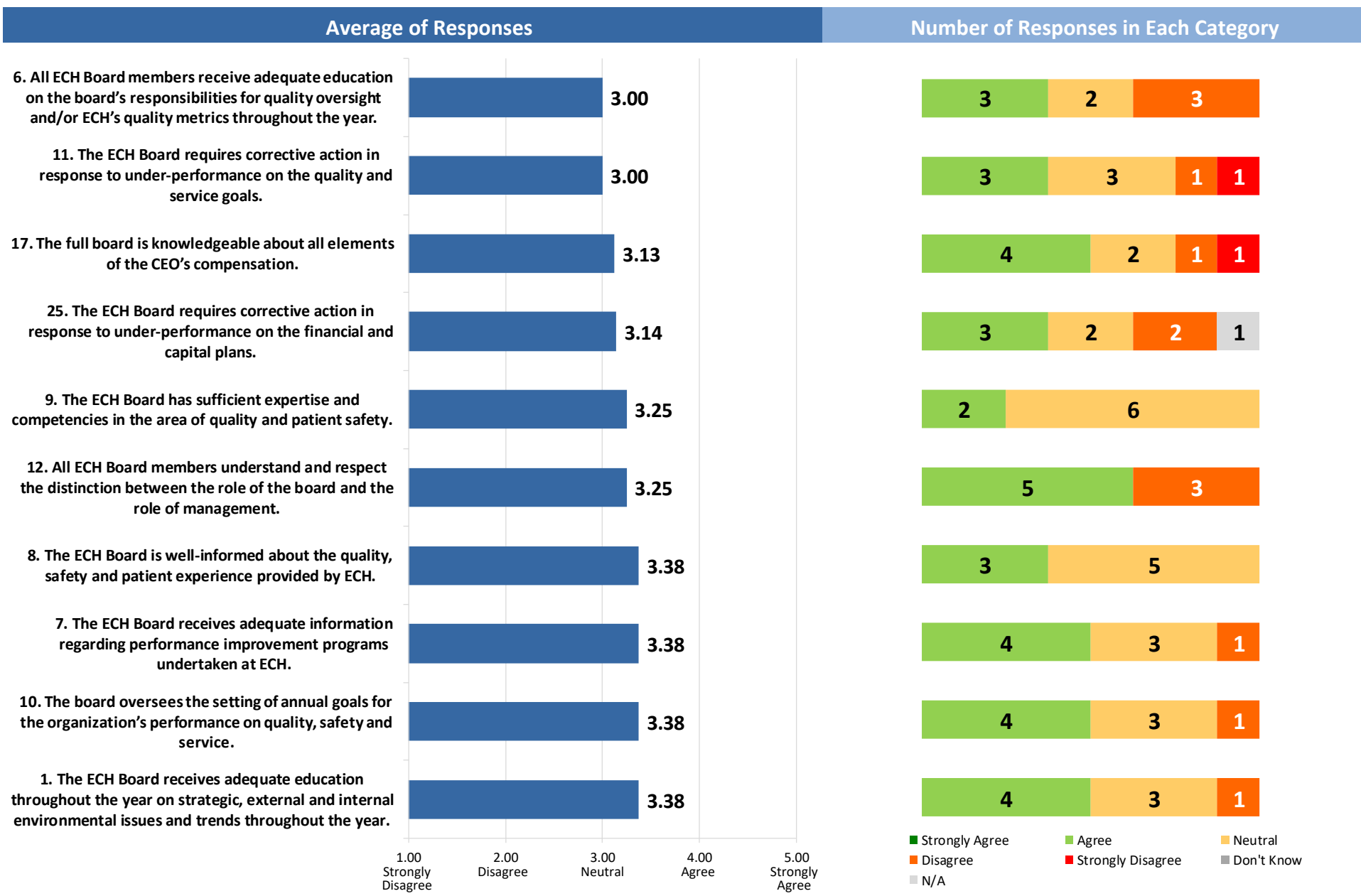
Summary of Comments for Board Effectiveness Oversight:

- At times, district board members have expressed concerns that the hospital board and its subcommittees represent a diminution of their powers. This seems to be to indicate that there is not adequate clarity on the reserved powers of the district board. Although our meetings are much more productive than when I joined, we still meet too frequently and the meetings are too long.
- #30: Need to work on processes/education to address the issue of members taking up un-do staff time with communications.
- Board competencies should improve with the addition of two new members in many areas. Board member orientation was deficient previously but is improving.
- #32: There is a desire to have the full board attend conferences either together every 2 or 3 years or rotating (e.g., 1/2 or 1/3 of board attending same industry conference every 2 or 3 years).
- It is tough to create the right balance in terms of information being presented to the board/committees - between too much information that includes duplicative reports and information committee members have already seen vs so little information that board is not fully informed. We are in a good position now, but there is a sense that this balance will continue to be a struggle.
- There is still room for improvement on the communication between the board and its committees, both in the context of the report to the board and feedback to the committees. The latter is frequently deficient.
- There is a desire for more summaries of key issues from each committee in the meeting packet vs having to read through ancillary packets of 600 pages.

Highest Rated Statements Across All Sections



Lowest Rated Statements Across All Sections



Additional Board Member Comments

- The effectiveness of the board is significantly better each year. We are on the right track and need to continue.
- Personality conflicts, micromanaging, duplication of view points have decreased tremendously in the last two years.
- We are fortunate to have a strong management leadership team beginning with our CEO.
- Meetings seem to be run on a time schedule which often preclude a healthy discussion and debate.
- ECH and the industry as a whole, is a highly complex industry requiring acumen in clinical care, operations, health plan, labor, physician plans, quality and reputation management. Not sure the Board has the breadth needed to guide and advise holistically.

Interview Summary

Interview Summary

Via Healthcare Consulting conducted interviews with all ECH Board members and seven key executives including Dan Woods, CEO, Jim Griffith, COO, Iftikhar Hussain, CFO, Mark Adams, MD, CMO, Cheryl Reinking, RN, CNO, Kathryn Fisk, CHRO, and Diane Wigglesworth, Sr. Dir., Corporate Compliance. This report summarizes the perspectives heard.

Summary of Findings

1. **Overall, how effective** do you think the ECH Board is currently (on a scale of 1-10)? What are the **current strengths** of the ECH Board (things that help to accomplish ECH's overall Mission, or things that work well and that you would not want to 'lose')?
 - The board is doing pretty well and there is still room for improvement
 - Members have been more strategically focused over the past year
 - Board members exhibit a high level of dedication and commitment
 - Most members come to meetings reasonably well prepared, having read materials
 - The board has a good working relationship with the CEO
 - The Board Chair does a good job facilitating board meetings and managing time
2. **What, if anything, most concerns you** about the way the ECH Board is currently structured and functioning?
 - Board members indicated that they are uncomfortable with their role in providing quality oversight especially as the organization realizes the vision of transitioning from a hospital to health system
 - Members would like more focused presentations that do not repeat what has been included in the packet and include discussion questions to encourage dialogue
 - Some commented that management at times appears defensive during presentations and this leads to a lack of trust on the part of the board members
 - Some members continue to struggle with the issue of governance vs management
 - Board members would like more discussion time during meetings
3. **What suggestions do you have for improving the board's ability to provide more effective oversight?**
 - Schedule additional offsite educational opportunities that are less structured, where board members can get to know each other better
 - Consider revisiting meeting frequency to determine whether current schedule is truly adding value
 - Several members indicated that the area of quality is broad and that it might make sense to consider moving in the direction of having a Chief Quality Officer
 - Increase opportunities for cross-committee meetings and encourage greater participation by both board and committee members
4. **How could the board be more effective in overseeing annual goal setting and the monitoring of performance against goals in the areas of quality and finance?**
 - Consider adding additional members with quality expertise to increase understanding of quality structure, metrics and goals

- Continue to create more opportunity for discussion around annual goals
- Clarify within the leadership what we mean by quality at ECH, agree on an approach, and hold education sessions on board's role in oversight and interpreting data
- Simplify the presentation and analysis around quality as current use of graphs and curves does not always tell the full story
- Consider how to generate urgency within the board given that the organization is performing well financially – are we looking far enough out in the future and anticipating upcoming issues that could impact the financial health of the organization?

5. *How can we restructure the board meetings/agendas to promote more strategic and generative discussions? What agenda topics could be delegated down to the committees to free up board time? Please share any practices you have seen work effectively at other boards you have served on.*

- Reduce the number of agenda items to create more time for dialogue on critical issues and decisions
- Continue to streamline board meeting packets
- Presenters should avoid repeating what is included in the packets and engage the board in a dialogue vs providing a data dump

6. *What could be done to ensure that the board and committees are better informed about each other's work, processes, and decisions?*

- Committee reports are better though there is still room to further summarize the information
- Consider shortening the time provided for committee report outs and limit the amount of information being presented
- Several board members commented that the relationship between the board and committees are not a problem
- Committee chairs should be responsible for reporting back to committees on board actions and discussions

7. *What education/information would you like to receive?*

Suggested Topics:

- Transitioning to system governance
- Board's role in quality oversight
- Quality goals, indicators and how to interpret
- Regular updates regarding legislative activities, policies, and market happenings
- The distinction between Governance vs Management

Other Suggestions:

- Attend conferences as a group to enhance relationships, build trust and discuss presented material as to how it relates to ECH
- Provide board members with yearly calendar of educational opportunities

The Board's Evolving Role in Quality Oversight

Where to begin and why it matters

By Erica M. Osborne, MPH and Karma Bass, MPH, FACHE

The United States' healthcare delivery system is undergoing an unprecedented transformation. The implementation of the Affordable Care Act, the increasing focus on value, along with the introduction of new health technologies and the empowered consumer have brought about a fundamental shift in how care is delivered and paid for in this country.

In light of this shift, as well as continued challenges to their missions, non-profit hospitals and healthcare systems across the country are looking to transform their organizations. Among the many areas of change, organizations are increasingly focusing their attention on quality and patient safety. In response to the intensified focus on quality measurement and reporting across the healthcare industry, CEOs and board leadership teams together are striving to determine how best to leverage board assets in quality oversight and where to draw the distinction between governance and management. While the role of the board varies, appropriately, among organizations, most agree that boards need to engage differently around the oversight of quality and patient safety.

Because governance involves exercising accountability by setting policy and overseeing implementation, boards should start by focusing on what they can do and how they can adapt to a new, more engaged, and transparent governance model.

Defining Healthcare Quality

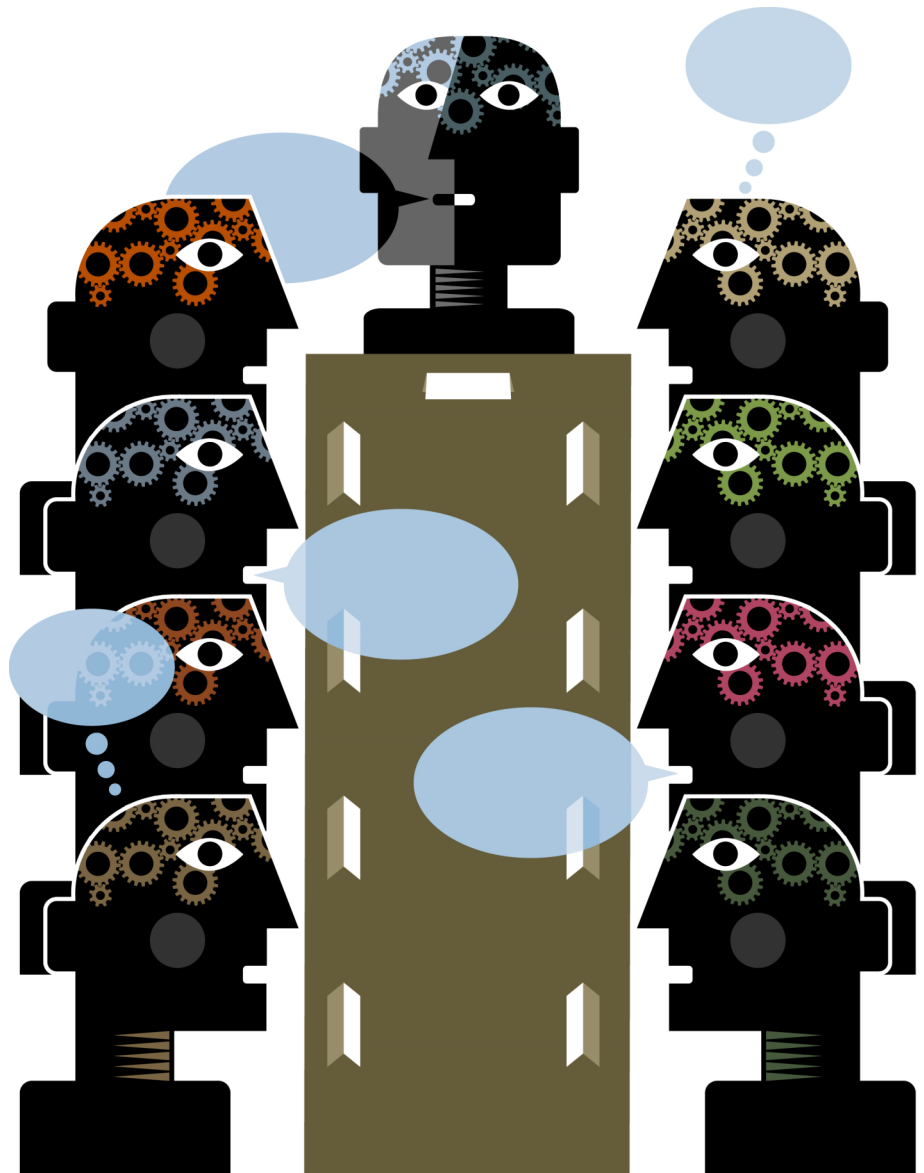
In order to have a meaningful conversation about quality of care and patient safety in the boardroom, it is imperative to first and foremost define what is meant by "quality." Boards pursuing the journey to enhance their effectiveness in quality oversight would be well served to spend time at a retreat or quality committee meeting discussing precisely what is meant by "quality and patient safety" in their organizations.

In 2001, the Institute of Medicine published ***Crossing the Quality Chasm: A New Health System for the 21st Century***. In this seminal

publication, a six-pronged definition of healthcare quality was put forth that is generally considered to be the most complete and widely accepted. (See next page.) Regardless of the definition one chooses to apply, organizational leaders must carve out time to discuss and confirm a common understanding of what quality is for their particular organization.

It's a Journey, Not a Destination

As with any effort at improvement, enhancing a board's effectiveness in being



Quality in Healthcare, Defined

According to the Institute of Medicine, quality in healthcare is defined as care which is:

Safe and avoids inflicting injuries to patients from the care that is intended to help them.

Effective by providing services based on scientific knowledge to all who could benefit and refraining from providing services to those not likely to benefit, thus avoiding underuse and overuse, respectively.

Patient-centered by providing care that is respectful of and responsive to individual patient preferences, needs, and values and ensuring that patient values guide all clinical decisions.

Timely and reduces waits and sometimes harmful delays for both those who receive and those who give care.

Efficient by avoiding waste of equipment, supplies, ideas, and energy.

Equitable by providing care that does not vary in quality because of personal characteristics such as gender, ethnicity, geographic location, and socioeconomic status.¹

accountable for and knowledgeable about the safety and quality of patient care should be viewed as an ongoing process. The key to any successful journey involves knowing where you are starting from and building a map of where you want to go. While there are an increasing number of practices around quality oversight there are few universally-recognized “best practices” to follow. Therefore, each board should consider its current practices around quality and safety and determine the best process for fulfilling its oversight responsibilities given its individual circumstances.

Boards and board members are encouraged to engage in education, training, and conversation among colleagues. The best environment for quality improvement is one of honest inquiry and data-driven dialogue.

Success in this arena will require boards to become comfortable with uncertainty. The board will never know everything there is to know about patient quality and safety in their organizations. However, smart boards can stay engaged, ask good questions, and support the staff as they work on this critically important effort. Furthermore, the fact that many board members are not clinicians or possess health care expertise can be an advantage;

healthcare is incredibly complex and at times those who work in it may fail to see the forest for the trees. Like the little child in the parable of the Emperor’s New Clothes, board members can ask the seemingly obvious questions and, at times, help reorient an organization’s focus.

Making the Case

Historically, quality oversight was delegated to the management or clinical staff and not considered to be the purview of the board. Directors often did not consider this a significant aspect of their governance role. “We aren’t clinicians,” they would often say, and “our focus is the mission and advocacy.”

This, however, is changing in response to legal and regulatory requirements and increasing pressure from purchasers and payers to demonstrate improved quality of care. Health care organizations across the country are seeing a movement in which the board is playing a greater role in overseeing the quality and safety of care provided. This shift is being driven in large part because the environment in which non-profit boards operate has

become increasingly challenging. Perceptions of the duties of the board have changed, and non-profit healthcare organizations are being scrutinized more closely than ever before. With a large number of federal and state agencies, the courts and other stakeholders’ increasing willingness to second-guess board decisions, directors need to have a clear understanding of their legal responsibilities particularly as they relate to quality and safety oversight.

Legal & Regulatory Imperatives

With pay-for-performance and greater consumer scrutiny of care, healthcare organizations are being asked to be even more publicly accountable for their patient’s care, especially if something goes wrong. Case law examples, changes in state statutes and accreditation standards by accrediting bodies throughout the sector have placed quality and patient safety clearly in the board’s area of responsibility. Boards who have historically entrusted the oversight of quality and safety to the organization’s executives and clinicians now find that they must also demonstrate accountability for and knowledge about the safety and quality of patient care.

The Moral Imperative

Along with the legal and regulatory imperatives, there is also a moral imperative to be considered. Governing boards of non-profit healthcare organizations hold the resources of their organization in trust for the community they serve and therefore are responsible for ensuring that their organization provides safe, effective, and appropriate care to all patients. Boards can accomplish this by planning for the delivery of necessary services and providing the appropriate level of resources and support needed to fulfill its commitment to improved organizational performance. Leadership, through its behavior and expectations for action, can also foster a culture that promotes safety and quality and emphasizes open communication and transparency.²

It’s been said that anything that has the potential to harm the organization or its patients should be a concern of the board. Thus, effective boards are staying informed and seeking continuous training on this important issue.

Emerging Financial Imperative

¹ *Crossing the Quality Chasm: A New Health System for the 21st Century*, Institute of Medicine, National Academy Press, 2001.

² *Schyve, Paul. Leadership in Healthcare Organizations. San Diego: The Governance Institute, Winter 2009.*

As public and private payers increasingly link reimbursement to quality outcomes, the business case for quality oversight is no longer hypothetical. On the public side, the Centers for Medicare and Medicaid have implemented the value-based purchasing program attaching increasing amounts of reimbursement to clinical performance measures and rewarding high performing providers. Private insurers have also committed to moving away from fee-for-service payments and transitioning into value-based agreements. The movement to pay for performance rather than volume of services provided is intended to put financial pressure on healthcare providers to produce safe, efficient, high quality services. Those organizations that do not perform well on quality measures will see reimbursement reduced. With the growing concerns about the quality and cost of healthcare in this country, governing boards are being called upon to set the direction for their organizations and create an environment where clinicians, management, and the board work together to promote behavioral change at the individual and organizational level.³

Fiduciary Responsibilities

Oversight of quality and patient safety is now widely recognized as a primary fiduciary duty of the healthcare governing board. Board members are required to carry out the fundamental duty of oversight with sufficient care, loyalty, and obedience. Boards may falter in many areas without drawing attention, but failure to

fulfill these primary duties can lead to action by a number of groups, including the state attorneys general, federal regulators, or members of the public. It is therefore important that directors exercise diligence to meet these obligations, take the appropriate steps in exercising their fiduciary responsibilities, and avoid self-dealing. In fact, board members can shield themselves from personal liability for board actions even if something goes wrong by attending to their fiduciary duties closely and carefully documenting their decisions.

Boards have clear fiduciary responsibilities in this area for a variety of reasons. The most obvious is that the promotion of safe, high quality care is the healthcare industry's reason for being and is critical to maintaining the reputation of the individual organizations providing that care. In addition, the increased emphasis on regulatory enforcement is requiring that boards provide sufficient oversight of care for compliance purposes. A new focus on value and the relationship between quality, cost, and outcomes also impacts the responsibilities of the directors. These issues are so central to the business of delivering healthcare today that they demand the attention of the governing board.

The legal underpinnings of a board's

fiduciary duties of care and obedience lend additional weight. The duty of care requires that members provide oversight of operational activities, ensure an effective compliance/risk management program exists, and exercise the proper amount of care when making decisions or taking action. Directors are expected to be aware of what is happening in the organization and make reasonable inquiries into those aspects that are unclear or they have concerns about. By ensuring that a reporting system is in place that provides reasonable up-to-date information, board members are able to keep a finger on the pulse of the organization. By conducting the appropriate level of due diligence and asking prudent questions, board members demonstrate that the decisions they make and the actions they take are informed and in the best interest of the organization.

When evaluating whether the board has met its fiduciary obligations, the courts, regulators and state attorneys general do not require perfection. Board members are not expected to know everything about a subject and are permitted to rely on the advice of management and outside experts. So long as it can be shown that the board conducted an appropriate level of due diligence to support an informed decision and that it acted in the best interest of the organization, the board has done its job.⁴

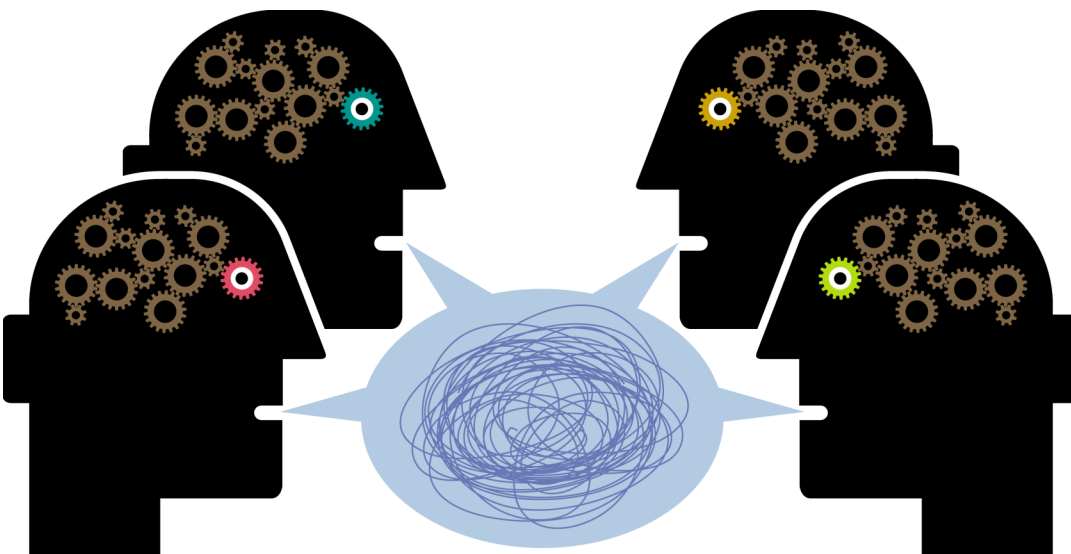
Ways Boards Can Engage

There are a variety of ways that boards can engage in quality oversight. Although there are an increasing number of practices around quality oversight there are few universally-recognized "best practices" to follow, each board should consider its current practices around quality and safety and select the practices it feels will best support its oversight of quality.

With the landscape of healthcare quality measurement and reporting shifting dramatically, hospital and healthcare organization boards are well-served to re-examine the ways in which they oversee the quality of care, service and safety provided in their organizations. We hope this briefing has provided food for thought.

³ *Transforming Care Delivery to Focus on Patient Outcomes: Why Boards Matter*. Christine Izui AHA Center for Healthcare Governance, 2012.

⁴ *U.S. OIG. Corporate Responsibility and Health Care Quality: A Resource for Health Care Boards of Directors*. By Arianne N. Callender, Douglas A. Hastings, Michael C. Hemsley, Lewis Morris, and Michael W. Peregrine. U.S. Dept of Health and Human Services, 2007.



While it is not necessarily a comfortable topic for boards, quality and safety are central to what healthcare organizations do and therefore must be the purview of the board. We encourage boards to start with a conversation and keep talking. As the Chinese philosopher Lau Tsu said,

The journey of a thousand miles begins with a single step.

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Ideas to Engage Your Board in Quality Oversight

- ◆ Define healthcare quality for the organization in partnership with the CEO and staff
- ◆ Support a culture that promotes safety and quality
- ◆ Ensure materials shown to prospective board members outline the board's responsibility for quality
- ◆ Incorporate an overview and discussion of the board's role in quality and safety oversight into new board member orientation
- ◆ Include the quality and safety oversight responsibilities in the board member job description
- ◆ Identify quality as a strategic pillar for the organization
- ◆ Set annual goals for the organization's performance on quality and patient safety
- ◆ Ensure that regular written and verbal reports are made to the full board on quality metrics, safety performance metrics, and any legal action or regulatory agency inquiry regarding patient care
- ◆ Require corrective action in response to under-performance on the quality and patient safety goals
- ◆ Incorporate board training on the organization's quality performance metrics at least once a year
- ◆ Call out the quality, risk management, and safety-related spending included in the annual budget
- ◆ Look for new board members who are willing to raise constructive questions and challenge ideas without losing collegiality which is particularly important for quality oversight
- ◆ Consider incorporating at least two quality and/or patient safety metrics in the organization's consolidated performance dashboard
- ◆ Include patient stories—without identifying them by name—as part of the quality report that is given to the board to humanize the statistics and data

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Framework for Effective Board Governance of Health System Quality

Content provided by:

Lucian Leape Institute, an initiative of the Institute for Healthcare Improvement, guiding the global patient safety community.



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For more than 25 years, the Institute for Healthcare Improvement (IHI) has used improvement science to advance and sustain better outcomes in health and health systems across the world. We bring awareness of safety and quality to millions, accelerate learning and the systematic improvement of care, develop solutions to previously intractable challenges, and mobilize health systems, communities, regions, and nations to reduce harm and deaths. We work in collaboration with the growing IHI community to spark bold, inventive ways to improve the health of individuals and populations. We generate optimism, harvest fresh ideas, and support anyone, anywhere who wants to profoundly change health and health care for the better.

The ideas and findings in these white papers represent innovative work by IHI and organizations with whom we collaborate. Our white papers are designed to share the problems IHI is working to address, the ideas we are developing and testing to help organizations make breakthrough improvements, and early results where they exist.

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Executive Summary

The Institute of Medicine (IOM) reports *To Err Is Human* and *Crossing the Quality Chasm* prompted health care leaders to address the patient safety crisis and advance the systems, teamwork, and improvement science needed to deliver safer care to patients.^{1,2} Following the IOM reports, research on health care governance practices identified a correlation between health system board prioritization of quality oversight and higher performance on key quality indicators.^{3,4,5,6,7} Quality oversight by a board has been shown to correlate with patient outcomes on key quality metrics, and boards that prioritize quality support a leadership commitment to quality and the incentives and oversight to achieve the quality care that patients deserve.

Two main evolutions have made governing quality more complex for trustees and the health system leaders who support them:

- The definition of “quality” has evolved and expanded over the last decade, from a singular focus on safety to an expanded focus on all six dimensions of quality as identified in the *Crossing the Quality Chasm* report.
- The expansion of health systems beyond hospital walls and the addition of population health oversight have created complexity both in terms of *what* to govern to support high-quality care and *how* to oversee quality outside of the traditional hospital setting and across the health care continuum.

Many health system leaders have worked to ensure that their trustees are sufficiently prepared to oversee quality, but the two factors noted above have increased the need for board education and the time commitment for trustees and the health system senior leaders who support them. Therefore, there is a need for a clear, actionable framework for better governance of quality across all dimensions, including identification of the core processes and necessary activities for effective governance of quality.

Ultimately, the most valuable resource of a board is time — both in terms of how much time they allocate and how they use it — to engage in oversight of the various areas of governance. To help health system leaders and boards use their governance time most effectively, this white paper includes three components:

- **Framework for Governance of Health System Quality:** A clear, actionable framework for oversight of all the dimensions of quality;
- **Governance of Quality Assessment:** A tool for trustees and health system leaders to evaluate and score current quality oversight processes and assess progress in improving board quality oversight over time; and
- **Three Support Guides:** Three central knowledge area support guides for governance of quality (Core Quality Knowledge, Core Improvement System Knowledge, and Board Culture and Commitment to Quality), which health system leaders and governance educators can use to advance their education for trustees.

The framework, assessment tool, and support guides aim to reduce variation in and clarify trustee responsibilities for quality oversight, and also serve as practical tools for trustees and the health system leaders who support them to govern quality in a way that will deliver better care to patients and communities.

Background

Research on health care governance practices has identified a correlation between health system board prioritization of quality oversight and higher performance on key quality indicators.^{8,9,10,11,12} However, guidance and practices for board oversight of the dimensions of quality beyond safety are highly variable across health systems. Health system leaders and trustees are looking for greater depth and clarity on what they should do to fulfill their oversight of quality. Governance of quality is a long-overlooked and underutilized lever to deliver better care across all the dimensions of quality.

What to Govern as Quality: Expanding from Safety to STEEEP

The IOM report *Crossing the Quality Chasm* established six aims for improvement, a framework for health care quality in the US: care that is safe, timely, effective, efficient, equitable, and patient centered (STEEEP).¹³ Safety is an essential component of quality, and health leaders have become more consistent in the governance of the elements of safety (though many health systems still do not dedicate enough time to quality or are quick to push it to the bottom of the agenda).

Yet governance of the other STEEEP dimensions of quality beyond safety is significantly more variable, providing an opportunity for greater clarity and calibration across the health care organizations and leaders that guide governance of quality. Health system leaders and trustees struggle with whether to govern a narrow definition of quality, driven by metrics defined by the Centers for Medicare & Medicaid Services (CMS) or national oversight organizations, versus governing quality's broader dimensions as put forth in the IOM STEEEP framework.

What to Govern as Quality: Expansion and Complexity of Health Systems

Health care leaders now look beyond the hospital walls to the entire system of care and to social and community factors that impact health outcomes. Thus, health system quality has expanded to include improving the health of communities and reducing the cost of health care and the financial burden facing patients. As health care is increasingly delivered in a range of settings beyond the hospital, from outpatient clinics to the home, leaders and trustees are challenged to define and govern quality in these settings.

The nationwide shift in US health care from standalone and community hospitals to larger, integrated care delivery systems has further increased the knowledge required for trustees to fulfill their fiduciary responsibility of governing quality. Finally, by tying revenue to quality performance, many payment models now add executive financial incentives to governance of quality. Health leaders have struggled to frame governance of quality in the context of the expansion and complexity of both single institutions and health systems.

Call to Action

In the 2017 report, *Leading a Culture of Safety: A Blueprint for Success*, board development and engagement was highlighted as one of the “six leadership domains that require CEO focus and dedication to develop and sustain a culture of safety.”¹⁴ According to the report, “The board is responsible for making sure the correct oversight is in place, that quality and safety data are

systematically reviewed, and that safety receives appropriate attention as a standing agenda item at all meetings.”

Building on this report, the Institute for Healthcare Improvement (IHI) Lucian Leape Institute identified a need for greater understanding of the current state of governance of quality, education on quality for health system trustees, along with the potential need for guidance and tools to support governance oversight of quality. The IHI Lucian Leape Institute understood the importance of developing this forward-thinking and cutting-edge content collaboratively with leading governance organizations and making it available as a public good for all health systems to access and incorporate in a way that would be most helpful to them.

Assessment of Current Governance Practices and Education

To evaluate the current state of board governance of quality, IHI employed its 90-day innovation process.¹⁵ This work included the following:

- **A landscape scan** to understand the current state of governance education offerings and challenges in quality, drawing on national and state trustee education programs. This scan included more than 50 interviews with governance experts, health system leaders, and trustees; and a review of available trustee guides and assessments for governance of quality.
- **A scan of existing peer-reviewed research** on board quality governance practices and the link between board practices and quality outcomes for health systems.
- **An expert meeting** (see Appendix B) attended by health care and governance experts. The meeting provided critical insights and guidance for the work, including the development of a framework for effective governance of health system quality. This group of thought leaders included representatives from the American Hospital Association (AHA), the American College of Healthcare Executives (ACHE), The Governance Institute, leading state hospital associations, health system CEOs and trustees, and national governance and health care quality experts.

Research and Landscape Scan Highlights

(Note: An in-depth assessment of the current state of board governance of quality and trustee education in support of quality is available in the companion document to this white paper, *Research Summary: Effective Board Governance of Health System Quality*.¹⁶)

The IHI Lucian Leape Institute’s research scan, evaluation of governance education in quality, and expert interviews indicated that most trustee education on governance of quality focuses primarily on safety, meaning that such education often does not prepare trustees for governing the other dimensions of quality as defined by the STEEP framework and the IHI Triple Aim,¹⁷ which also considers population health and health care cost. In the boardroom, quality is often a lower priority than financial oversight. Epstein and Jha found that “quality performance was on the agenda at every board meeting in 63 percent of US hospitals, and financial performance was always on the agenda in 93 percent of hospitals.”¹⁸

Our interviews indicated that the financial and cultural implications of poor quality of care are not often formally considered, noting a difference between putting quality on a board meeting agenda and having a dedicated discussion about quality. Many trustees, while motivated to ensure high-quality care, lack a clear understanding of the necessary activities for effective quality oversight

(the “what” and “how” of their governance work); IHI’s research identified the need for more direction on the core processes for governance of quality.¹⁹ Some trustees noted that they were at the mercy of the quality data and information presented to them by their organization’s leadership team; they lacked ways of confirming that their quality work was aligned with work at other leading health care organizations and industry best practice.

Health care leaders observed that the many guides and assessments they referenced often had varying recommendations for core governance activities on quality, especially for dimensions of quality beyond safety. We analyzed the available board guides or tools for board members and hospital leaders to evaluate their quality governance activities. The review of existing assessments from national and state governance support organizations identified that many focus on board prioritization of quality in terms of time spent and trustee “commitment” to governance based on a trustee self-assessment. Many assessments offer specific recommendations for key processes to oversee safety, such as reviewing serious events and key safety metrics in a dashboard. However, most assessments offer more variable guidance on the core processes to govern the STEEEP dimensions of quality beyond safety, quality outside of the hospital setting, and overall health in the communities the health systems serve.

With so many assessments and guidance recommending different processes and activities, it is not surprising that those who support trustees struggle to clearly define the core work of board quality oversight. Trustees and health care leaders alike identified a need for a simple framework that sets forth the activities that boards need to perform in their oversight of quality and for calibration across governance support organizations to support a simple, consistent framework.

Barriers to Governance of Quality

The IHI research team sought to understand and identify ways to address the many barriers to governance of quality identified in interviews and the published literature. The most common barrier identified was trustees’ available time to contribute to a volunteer board. Often, health care leaders and trustees identified that expectations for trustee engagement on quality issues are not presented with the same clarity and priority as financial and philanthropic expectations for governance. Many interviewees noted that trustees are less confident in the governance of quality because of its clinical nature, which, in many cases, necessitates learning new terminology and absorbing concepts unfamiliar to trustees without a clinical background.

Many trustees and health care leaders we interviewed identified the CEO as the “gatekeeper” for the board, stewarding access to external resources and guidelines related to the board’s role in health care quality, often not wanting to overwhelm or burden the trustees, given the demands on their time. However, even when the trustees and health care leaders interviewed indicated that they did have dedicated time and commitment to quality, they were not clear as to whether the specific set of processes or activities they currently had in place were the best ones for effective governance of quality.

Based on insights from IHI’s research, landscape scan of current guidance on quality oversight, and extensive interviews, a new framework for governance of quality was created through a collaborative effort of thought leaders and health system leaders to provide clarity, support, and reduced variation in what boards should consider for their oversight of quality. The framework identifies the foundational knowledge of core quality concepts and the need to understand the systems for quality control and improvement used in health systems. The framework also recognizes that board culture and commitment to quality are essential.

A new Governance of Quality Assessment identifies the core processes of board governance of quality, providing a tool for boards and health system leaders to calibrate the governance oversight work plan. When these core processes are approached consistently, organizations can advance governance of quality that, based on previously cited studies, will support the health system's performance on quality.

Current State of Board Work and Education in Health System Quality

- **Governance of quality is primarily focused on safety.**

Board education in quality is available but inconsistently accessed by trustees; education focuses primarily on safety, with variable exposure to other dimensions of quality.

- **Governance of quality is hospital-centric, with limited focus on population or community health.**

Most board education emphasizes in-hospital quality; it does not guide boards in oversight of care in other health system settings or in the health of the community.

- **Core processes for governance of quality core are variable.**

Board quality educational support offerings tend to emphasize general engagement in the form of time, structure, and leadership commitment to quality governance; they focus less on the specific activities (especially beyond safety) and core processes trustees need to employ to oversee quality.

- **A clear, consistent framework for governance of health system quality is needed.**

Utilizing a consistent framework and assessment tool for key board-specific processes for quality oversight will help improve governance of health system quality and deliver on patient and community expectations for quality care.

- **A call to action to raise expectations and improve support for board governance of health system quality is needed.**

A multifaceted approach is needed to break through the barriers to trustee oversight of quality, including a greater call to action, clearer set of core processes with an assessment of that work, and raised expectations for time to govern quality.

Framework for Governance of Health System Quality

Achieving better quality care in health systems requires a complex and multifaceted partnership among health care providers, payers, patients, and caregivers. The IHI Lucian Leape Institute's research scan, evaluation of governance education in quality, and expert interviews made it clear that board members, and those who support them, desire a clear and consistent framework to guide core quality knowledge, expectations, and activities to better govern quality. To help make progress in this area, the IHI Lucian Leape Institute convened leading governance organizations, health industry thought leaders, and trustees (see Appendix B) to collaboratively develop a new comprehensive framework and assessment tool for governance of quality.

The framework and assessment tool are designed with the following considerations:

- **Simplify concepts:** Use simple, trustee-friendly language that defines actionable processes and activities for trustees and those who support them to oversee quality.
- **Incorporate all six STEEP dimensions of quality:** Understand quality as care that is safe, timely, effective, efficient, equitable, and patient centered (STEEP), as defined by the Institute of Medicine.
- **Include community health and value:** Ensure that population health and health care value are critical elements of quality oversight.
- **Govern quality in and out of the hospital setting:** Advance quality governance throughout the health system, not solely in the hospital setting.
- **Advance organizational improvement knowledge:** Support trustees in understanding the ways to evaluate, prioritize, and improve performance on dimensions of quality.
- **Identify the key attributes of a governance culture of quality:** Describe the elements of a board culture and commitment to high-quality, patient-centered, equitable care.

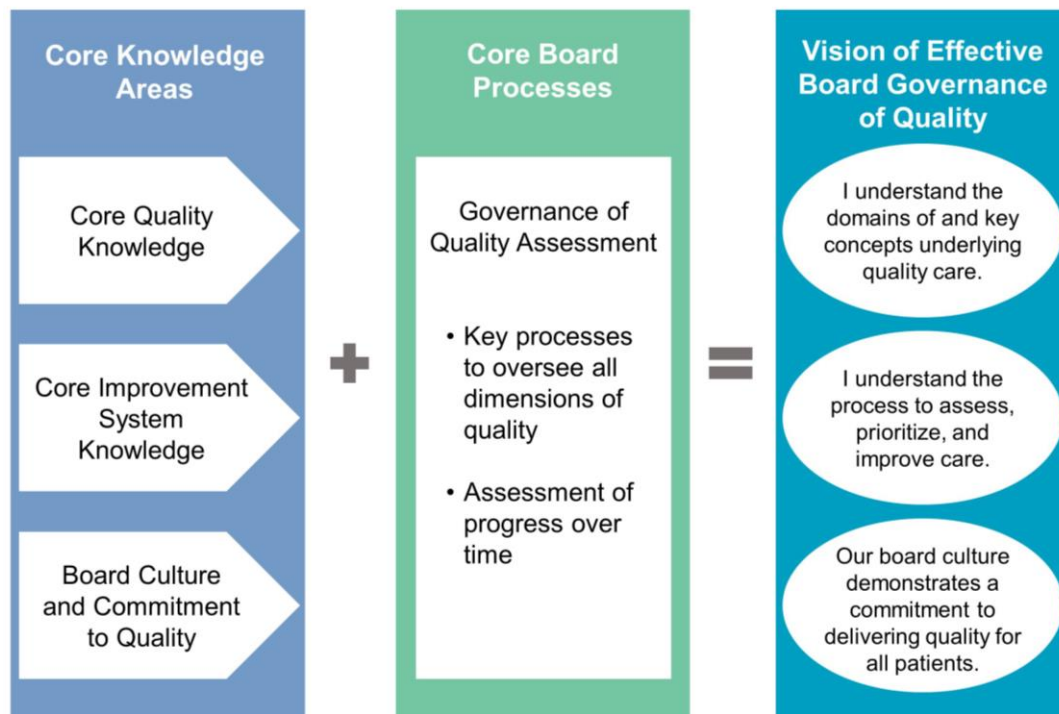
IHI worked with the expert group to establish an aspirational vision for trustees: With the ideal education in and knowledge of quality concepts, every trustee will be able to respond to three statements in the affirmative (see Figure 1).

Figure 1. Vision of Effective Board Governance of Health System Quality



Having established the vision, the expert group proceeded to define the core knowledge and core processes necessary to realize this vision, resulting in the development of a Framework for Governance of Health System Quality (see Figure 2).

Figure 2. Framework for Governance of Health System Quality



At the heart of the framework [CENTER] is the Governance of Quality Assessment (GQA), which outlines the key processes and activities that, if well performed, enable trustees to achieve the vision of effective board governance of quality [RIGHT]. The GQA serves as both a **roadmap of the key processes the board should undertake** to oversee all dimensions of quality, and an **assessment of how well the board is doing** with respect to those processes.

The expert group also identified three core knowledge areas [LEFT] that support the effective execution of the core processes and activities outlined in the GQA: Core Quality Knowledge, Core Improvement System Knowledge, and Board Culture and Commitment to Quality. The expert group's suggestions for core knowledge are assembled into three support guides (see Appendix A).

Together, the GQA and the three support guides aim to reduce variation in current governance recommendations and practices and to establish a comprehensive framework for the core knowledge and key activities for fiduciary governance of quality. Health system leadership and governance educators can use these tools to calibrate and advance their educational materials for trustees and develop ongoing education.

Patient-Centered Depiction of Quality

The expert group supported the use of a patient-centered framework, like the one introduced at Nationwide Children’s Hospital in Ohio,²⁰ to display the core components of quality and drive home the direct impact they have on care. There is a compelling case for conveying this information to the board using a patient lens, as trustees may find the patient perspective on quality more motivating and actionable than the STEEEP terminology.

This reframed model also bundles some elements of STEEEP together in a way that represents the patient journey and avoids some of the health care terminology that can be off-putting to trustees. For example, the STEEEP dimensions of timely and efficient care are combined into “Help Me Navigate My Care.” The STEEEP dimensions of equitable and patient-centered care are aggregated into “Treat Me with Respect.” Figure 3 presents a visual representation of the core components of quality from the patient’s perspective, with the patient at the center of the delivery system.

Figure 3. Core Components of Quality from the Patient’s Perspective



The new framework and assessment tool will reveal areas for quality improvement to many CEOs and board members. It will take time for board members and health system leaders to incorporate those additional elements of quality into their agendas and work plans, but the changes will help to better align their quality oversight with patient expectations and the evolution, expansion, and complexity of health care delivery. Maintaining the status quo with regard to quality governance will not best serve patients or health systems, which face increasing complexity of patient-, population-, and community-based care in the coming years.

Governance of Quality Assessment: A Roadmap for Board Oversight of Health System Quality

The Governance of Quality Assessment (GQA) serves as both a **roadmap of the key processes the board should undertake** to oversee all dimensions of quality, and an **assessment of how well the board is doing** with respect to those processes. The GQA employs a set of concrete recommendations for 30 core processes of quality oversight organized into six categories, and provides a high-level assessment of board culture, structure, and commitment. The resulting GQA scores (for each core process, each category, and overall total) provide a roadmap for health care leaders and trustees to identify what to do in their work plan — and to assess their progress over time.

Most current board assessments primarily cover elements of safety, patient satisfaction, and/or board culture related to quality oversight. Most assessments do not identify the specific processes for quality oversight beyond safety and do not equally address all the dimensions of quality, including population health and care provided outside of the hospital. Variation across assessments may create confusion among trustees about what really is optimal in the oversight of quality.

The GQA aims to ensure that health system board quality oversight extends beyond the hospital to include the entire continuum of care. While many trustees understand concepts and frameworks like STEEEP and the IHI Triple Aim, they often have difficulty translating those concepts into specific activities they must perform. The GQA is specific, actionable, and tracks the processes that enable excellent quality governance. The GQA is designed for trustees and those who support them; it is written in straightforward, actionable, and trustee-centered language.

GQA Core Processes and Scoring

The Governance of Quality Assessment provides a snapshot of a total of 30 core processes organized into six categories that a board with fiduciary oversight needs to perform to properly oversee quality. The 30 core processes were developed by the expert group based on their expert opinions combined with insights gathered from more than 50 additional interviews of governance experts and health executives in the research and assessment phase of this work.

As referenced in the companion research summary to this white paper,²¹ there are limited evidence-based recommendations on core processes for governance of quality beyond a few structural recommendations such as time spent, use of a dashboard, and having a dedicated quality committee. The GQA puts forth a set of core processes for governance of quality that were collaboratively developed, evaluated, and ranked at the expert meeting.

The GQA should be utilized by health systems and results tracked over time to validate the assessment's effectiveness. Certainly, there are additional quality oversight actions a board could undertake (and many already do) beyond those identified in the GQA. However, the expert group and interviewees identified the core processes in the GQA as a starting point for calibration and improvement. With a commitment to learning and improvement, and in recognition of the dynamic nature of health care, the GQA should also be revised as appropriate to incorporate the insights from new research in the boardroom.

The GQA includes a scoring system (0, 1, or 2) for trustees and health system leaders to assess the current level of performance for the 30 core processes, the six categories, and overall. Scores are totaled so that trustees and health care leaders can establish baseline scores (for each process, category, and overall) and then track their progress over time.

Bringing the GQA to the Boardroom

Health system CEOs should complete the GQA annually with their board chair and quality committee chair(s) and/or quality committee to establish a baseline for assessing their current state of oversight of quality; to identify opportunities for improvement; and to track their GQA scores over time as a measure of improving board quality oversight. It is also useful to have the senior leaders who interface with the board complete the GQA to understand and assess their role with respect to trustee oversight of quality.

Once the respondents have completed the GQA, senior leaders and trustees may choose to focus on the lowest-scoring areas to identify improvement strategies. Within larger health systems, the GQA is a useful tool to evaluate the work of multiple quality committees and create a system-wide work plan and strategies for board oversight of quality. We recommend that boards complete the GQA annually to monitor their performance and progress.

The GQA can also be used to guide discussions about which activities should be conducted at which level of governance in the case of complex systems (e.g., which processes are or should be covered in local boards, the system quality committee, and/or the overall health system board). In addition, the assessment can be used as a tool for discussion in setting agenda items for the board or quality committees.

Finally, governance educators might also use the assessment to help design their educational sessions for board members, targeting educational content to the areas where the clients need more support or education.

The expert group also recommended that the assessment tool be utilized for future research to compare how systems are performing relative to each other, collecting data longitudinally to identify which elements of the GQA are most correlated with various components of quality performance and other metrics of culture and management known to be associated with excellence.

Governance of Quality Assessment (GQA) Tool

This assessment tool was developed to support trustees and senior leaders of health systems in their oversight of quality of care by defining the core processes, culture, and commitment for excellence in oversight of quality. A guiding principle in the development of this assessment was for the board to view their role in quality oversight comprehensively in terms of the Institute of Medicine STEEEP dimensions (care that is safe, timely, effective, efficient, equitable, and patient centered) and the IHI Triple Aim.

The Governance of Quality Assessment (GQA) tool should be used to evaluate the current level of performance for 30 core processes in six categories, to identify areas of oversight of quality that need greater attention or improvement, and to track progress over time.

Instructions

The Governance of Quality Assessment organizes the health system board's quality oversight role into six categories that include a total of 30 core processes a board with fiduciary oversight should perform to effectively oversee quality.

Health system CEOs should complete the GQA annually with their board chair and quality committee chair(s) and/or quality committee.

For each item in the assessment, the person completing the assessment should indicate a score of 0, 1, or 2. Scores are then totaled for each category and overall.

Score	Description
0	No activity: The process is not currently performed by the board, or I am unaware of our work in or commitment to this area.
1	Infrequent practice: The board currently does some work in this area, but not extensively, routinely, or frequently.
2	Board priority: The board currently does this process well — regularly and with thought and depth.

Governance of Quality Assessment Tool (continued)

Category 1: Prioritize Quality: Board Quality Culture and Commitment		
Core Board Process	Score (0, 1, or 2)	Process leads to a:
1. Board establishes quality as a priority on the main board agenda (e.g., equivalent time spent on quality and finance), and time spent on quality reflects board commitment.		Executive committee/governing board that spends a minimum of 20% to 25% of meeting time on quality Agenda that reflects board oversight of and commitment to quality
2. Health system senior leaders provide initial and ongoing in-depth education on quality and improvement systems to all trustees and quality committee members, and clearly articulate board fiduciary responsibility for quality oversight and leadership.		Board that understands the definition of quality, key concepts, and the system of improvement used within the organization
3. Board receives materials on quality before board meetings that are appropriately summarized and in a level of detail for the board to understand the concepts and engage as thought partners.		Board that is prepared for quality oversight and engaged in key areas for discussion
4. Board reviews the annual quality and safety plan, reviews performance on quality metrics, and sets improvement aims.		Board that takes responsibility for quality and performance on quality
5. Board ties leadership performance incentives to performance on key quality dimensions.		Board that establishes compensation incentives for senior leaders linked to prioritizing safe, high-quality care
6. Board conducts rounds at the point of care or visits the health system and community to hear stories directly from patients and caregivers to incorporate the diverse perspectives of the populations served.		Board that sets the tone throughout the organization for a culture of teamwork, respect, and transparency and demonstrates an in-person, frontline, board-level commitment to quality
7. Board asks questions about gaps, trends, and priority issues related to quality and is actively engaged in discussions about quality.		Board that engages in generative discussion about quality improvement work and resource allocation
Category 1 Total Score: (14 possible)		

Governance of Quality Assessment Tool (continued)

Category 2: Keep Me Safe: Safe Care		
Core Board Process	Score (0, 1, or 2)	Process leads to a:
1. Board regularly tracks and discusses performance over time on key safety metrics (including both in-hospital safety and safety in other settings of care).		Board that reviews management performance on key safety metrics and holds management accountable for areas where performance needs to be improved
2. Board annually reviews management's summary of the financial impact of poor quality on payments and liability costs.		Board that understands the financial costs of poor safety performance
3. Board evaluates management's summary of incident reporting trends and timeliness to ensure transparency to identify and address safety issues.		Board that holds management accountable to support staff in sharing safety concerns to create a safe environment of care for patients and staff
4. Board reviews Serious Safety Events (including workforce safety) in a timely manner, ensuring that leadership has a learning system to share the root cause findings, learning, and improvements.		Board that holds management accountable for a timely response to harm events and learning from harm
5. Board reviews management summary of their culture of safety survey or teamwork/safety climate survey to evaluate variations and understand management's improvement strategies for improving psychological safety, teamwork, and workforce engagement.		Board that holds management accountable for building and supporting a culture of psychological safety that values willingness to speak up as essential to patient care and a collaborative workplace
6. Board reviews required regulatory compliance survey results and recommendations for improvement.		Board that performs its required national (e.g., CMS, Joint Commission, organ donation) and state regulatory compliance oversight
Category 2 Total Score: (12 possible)		

Governance of Quality Assessment Tool (continued)

Category 3: Provide Me with the Right Care: Effective Care		
Core Board Process	Score (0, 1, or 2)	Process leads to a:
1. Board ensures that the clinician credentialing process addresses concerns about behavior, performance, or volume and is calibrated across the health system.		Board that understands its fiduciary responsibility of credentialing oversight to ensure the talent and culture to deliver effective patient care
2. Board reviews trends and drivers of effective and appropriate care as defined for the different areas of the system's care.		Board that holds leadership accountable to ensure that the system does not underuse, overuse, or misuse care
3. Board evaluates senior leaders' summary of metrics to ensure physician and staff ability to care for patients (e.g., physician and staff engagement, complaint trends, staff turnover, burnout metrics, violence).		Board that holds senior leaders accountable for the link between staff engagement and wellness with the ability to provide effective patient care
4. Board establishes a measure of health care affordability and tracks this measure, in addition to patient medical debt, over time.		Board that understands that cost is a barrier for patients, and that health systems are accountable to the community to ensure affordable care
Category 3 Total Score: (8 possible)		

Governance of Quality Assessment Tool (continued)

Category 4: Treat Me with Respect: Equitable and Patient-Centered Care		
Core Board Process	Score (0, 1, or 2)	Process leads to a:
1. Board has patient representation, patient stories, and/or interaction with patient and family councils, and engagement with community advocates at every board and quality committee meeting.		Board that connects its quality oversight role with direct patient experiences to build understanding of issues and connection to patients
2. Board reviews patient-reported complaints and trends in patient experience and loyalty that indicate areas where respectful patient care is not meeting system standards.		Board that reviews senior leadership's approach to evaluating, prioritizing, and responding to patient concerns and values a patient's willingness to recommend future care
3. Board evaluates and ensures diversity and inclusion at all levels of the organization, including the board, senior leadership, staff, providers, and vendors that support the health system.		Board that supports and advances building a diverse and culturally respectful team to serve patients
4. Board reviews the health system's approach to disclosure following occurrences of harm to patients and understands the healing, learning, and financial and reputational benefit of transparency after harm occurs.		Board that understands the link between transparency with patients after harm occurs and a culture of learning and improvement in the health system
5. Board ensures that all patient populations, especially the most vulnerable, are provided effective care by evaluating variations in care outcomes for key conditions or service lines based on race, gender, ethnicity, language, socioeconomic status/payer type, and age.		Board that holds senior leaders accountable for health equity (making sure all patients receive the same quality of care) and prioritizes closing the gaps in outcomes that are identified as disparities in care
Category 4 Total Score: (10 possible)		

Governance of Quality Assessment Tool (continued)

Category 5: Help Me Navigate My Care: Timely and Efficient Care		
Core Board Process	Score (0, 1, or 2)	Process leads to a:
1. Board reviews metrics related to access to care at all points in the system (e.g., hospital, clinics, behavioral health, nursing home, home care, dental) and ensures that access is equitable and timely for all patients.		Board that oversees senior leadership's strategy to improve care access (e.g., time and ability to get an appointment, wait time for test results, delays) for all patients
2. Board reviews senior leadership's strategy for and measurement of patient flow, timeliness, and transitions of care, and evaluates leadership's improvement priorities.		Board that evaluates the complexity of care navigation for patients and monitors senior leadership's work to integrate care, reduce barriers, and coordinate care (e.g., delays, patient flow issues) to support patients
3. Board evaluates senior leadership's strategy for digital integration and security of patient clinical information and its accessibility and portability to support patient care.		Board that holds senior leaders accountable for a strategy to support patients' digital access, security, and portability of clinical information
Category 5 Total Score: (6 possible)		

Governance of Quality Assessment Tool (continued)

Category 6: Help Me Stay Well: Community and Population Health and Wellness		
Core Board Process	Score (0, 1, or 2)	Process leads to a:
1. Board reviews community health needs assessment and senior leadership's plans for community and population health improvement.		Board that oversees the development of a community health needs assessment and has identified which population health metrics are most relevant to track for its patients (e.g., asthma, diabetes, stroke, cancer screening, flu vaccine, dental, prenatal, opioid overuse, obesity, depression screening) Board holds senior leaders accountable for reaching goals established to improve key community health issues
2. Board reviews performance in risk-based contracts for population health.		Board that evaluates performance on risk-based contracts for populations and strategies for improvement
3. Board evaluates approach to integration and continuity of care for behavioral health patients.		Board that holds senior leaders accountable for integrating care and tracking care coordination data to support screening, access, and follow-up
4. Board reviews leadership's plans to address social determinants of health, including any plans for integration with social and community services.		Board that understands the essential nature of wraparound services to support the wellness of certain patient populations and oversees the strategic integration with those service providers
5. Board evaluates the health system's strategy for supporting patients with medically and socially complex needs and with advance care planning.		Board that ensures senior leaders evaluate high-utilization groups and key drivers to help those users navigate and manage their care
Category 6 Total Score: (10 possible)		

Total Score for This Assessment: (sum of total scores for Categories 1 through 6)	
Total Possible Score:	60

Interpreting the Overall Governance of Quality Assessment Score

Total Score	Board Performance Level
40 to 60	Advanced board commitment to quality
25 to 40	Standard board commitment to quality
25 or Fewer	Developing board commitment to quality

Using GQA Results to Plan Next Steps

After completing the Governance of Quality Assessment, the CEO, board chair, and board quality chair(s) should review the results and use them as the basis for planning next steps.

- **Review the spectrum of GQA scores:** Are the results similar across your board and committees? Compare the variation of scores across your board, quality committee(s), and senior leaders. If there is high variation in scores, it may be an opportunity to consider clarifying expectations and the work plan for quality oversight.
- **Aggregate GQA scores to identify areas for improvement:** Aggregating the GQA scores (overall and for each category) establishes a baseline score to evaluate the current areas of oversight and identify opportunities to better oversee the dimensions of quality that have lower scores. Could the board agenda or work plan be adjusted to make time to address other quality items (i.e., those with low GQA scores)?
- **Set a target GQA score for next year:** Set a target and a plan for improving the GQA score annually. Focus on the elements of the GQA where you have the greatest gap or that are of the most strategic importance to your organization.

We recommend that boards and leadership teams also evaluate time spent discussing quality and trustee confidence in their knowledge of basic quality concepts in tandem with the GQA.

- **Evaluate time allocation to quality:** Track how much time the board spends each meeting discussing quality. Does the time commitment indicate that quality has equal priority in time and attention with finance? Is quality just an item on the agenda without discussion?
- **Use the GQA to identify board education opportunities:** Review both the initial education and the ongoing education of board members on quality. What topics in the framework and GQA are not covered? Do you provide trustees with supplementary reading, useful articles, and educational opportunities in the areas identified in the GQA?

Conclusion

Excellence in quality must be supported from the bedside to the boardroom; patients deserve nothing less. Health system boards are deeply committed to the patients and communities they serve; however, trustees often require support in order to best understand and fulfill their fiduciary responsibility and commitment to the patients and communities they serve. Trustee knowledge of quality and improvement concepts is essential to their governance role. To be effective, trustees must also pair this knowledge with an effective board culture and a clear set of activities that support oversight of quality.

The framework, assessment tool, and support guides presented in this white paper were created through collaboration with leaders in health care and governance. The immediate goal of these resources is to reduce variation in board oversight of quality and to provide an improved roadmap for health system trustees. The ultimate goal is to ensure that oversight of quality of care for all patients is supported by more effective board education in quality concepts, clarity of core processes for trustee governance of quality, and a deeper board commitment to quality.

Appendix A: Support Guides

The expert group identified three core knowledge areas for effective governance of quality: first, a familiarity with all dimensions of quality; second, an understanding of how improvement occurs in systems; and third, an appreciation of the importance of demonstrating a commitment to quality through the board culture.

Appendix A includes support guides for these three core knowledge areas:

- [Support Guide: Core Quality Knowledge](#)
- [Support Guide: Core Improvement System Knowledge](#)
- [Support Guide: Board Culture and Commitment to Quality](#)

Support Guide: Core Quality Knowledge

The medical terms, health care oversight organizations and processes, and clinical concepts that arise in quality work are often unfamiliar to board members without a medical background, unlike other areas of oversight such as finance. Initial and ongoing education in quality concepts is essential to providing trustees with the necessary context and knowledge for thoughtful engagement.

This support guide is designed to guide hospital leaders and trustee educators in taking the guesswork out of the core quality concepts that are needed to prepare trustees for governance of quality across *all* dimensions and *all* care settings.

The expert group recommended providing governance education to trustees via a simple, patient-centered framework, just as the Governance of Quality Assessment consolidates and clarifies core board processes for governance of quality from the STEEEP dimensions of quality into a patient-centered framework. See Figure 3 (above), which presents the patient at the center of governance quality work, a visual that the expert group found compelling.

All new trustees, not just quality committee members, need to receive a thorough introduction to quality. To oversee quality, board members need fluency in many concepts, which should be introduced in a layered manner (similar to building a scaffold) to avoid overwhelming trustees. An overarching framework that shows how all these elements are necessary for patient care helps connect the dots and build commitment.

Table 1 presents the foundational concepts for board oversight of quality recommended by the expert group, organized by the STEEEP dimensions of quality (care that is safe, timely, effective, efficient, equitable, and patient centered) represented through a patient lens.

Table 1. Foundational Concepts for Board Core Quality Knowledge

Quality Concept	Key Questions	Suggested Educational Concepts
Basic Quality Overview	<ul style="list-style-type: none"> • What is quality in health care? • What are the benefits of quality? • What are the costs of poor quality? • Who oversees the elements of quality in our organization? 	<ul style="list-style-type: none"> • Brief overview of quality in health care • STEEEP dimensions of quality presented through a patient lens • IHI Triple Aim • Benefits of quality • “Cost” of poor quality: Financial, patients, staff • Quality strategy, quality management • Overview of risk-/value-based care • Structures for quality reporting, assessment, and improvement • Structure for CEO/leadership evaluation
Keep Me Safe <i>Safe</i>	<ul style="list-style-type: none"> • What is safety? • What is a culture of safety? • What are surveys of patient safety culture? • What is “harm”? • What are the types of harm? • How do you decide if an adverse outcome is preventable harm? • How do we learn about harm in a timely manner? • What is our response to harm (i.e., what actions do we take when harm occurs)? • What are the financial and reputational costs of harm? • How do we reduce, learn from, and prevent harm? • How do we track harm in our system and in the industry? 	<ul style="list-style-type: none"> • Preventable harm vs. adverse outcome • Just Culture and culture of safety • Science of error prevention and high reliability • Classification of the types of harm • Knowing about harm: Incident reporting, claims, grievances • Response to harm: Root cause analysis/adverse event review, patient apology and disclosure, legal, learning systems • Costs of harm: Claims/lawsuits, penalties, ratings, reputational, human emotional impact • Harm terminology: HAC, SSI, falls, ADE, employee safety, etc. • Regulatory oversight of safety

Quality Concept	Key Questions	Suggested Educational Concepts
Provide Me with the Right Care <i>Effective</i>	<ul style="list-style-type: none"> How do we ensure that our health system properly diagnoses and cares for patients to the best evidence-based standards in medicine? How does leadership oversee whether approaches to care vary within our system? How do we identify the areas where care is not to our standards? How do we identify the areas where care is meeting or exceeding our standards? How do we attract and retain talent to care for patients? 	<ul style="list-style-type: none"> Evidence-based medicine Overview of staff and physician recruitment, credentials/privileges, training, retention (burnout, turnover, violence) Overview of standard of care concept and issues/processes that lead to variation Trends in care utilization and clinical outcomes Key care outcomes to be evaluated through an equity lens: race, ethnicity, gender, language, and socioeconomic status
Treat Me with Respect <i>Equitable and Patient centered</i>	<ul style="list-style-type: none"> How do we evaluate patients' satisfaction and feedback? What is "equitable care" and how do we evaluate it? Do some patient groups have worse outcomes? Why? What is our staff diversity and how may it impact patient care? How do we ensure that patients are partners in their care? How do we reduce cost of care? How do we track medical debt for patient groups? 	<ul style="list-style-type: none"> Patient satisfaction and patient grievances (e.g., HCAHPS²²) Patient-centered care Care affordability, debt burden Social determinants of health Pricing and affordability of care bundles Total costs of care for conditions Medical debt concerns/trends Value-based payment models
Help Me Navigate My Care <i>Timely and Efficient</i>	<ul style="list-style-type: none"> What do care navigation and care access mean? What issues result from waiting for care or disconnected care (care that is not timely or efficient)? Which populations have more complex care needs? What do we do to help them navigate care? What is the role of a portable medical record and health IT in supporting care navigation? 	<ul style="list-style-type: none"> Care access, efficiency, and drivers of care navigation Define "continuum of care" Focus on key areas that are "roadblocks" in care navigation and their drivers Define electronic health record, health IT, and the systems to support and secure patient information and patient access

Quality Concept	Key Questions	Suggested Educational Concepts
Help Me Stay Well <i>Community and Population Health and Wellness</i>	<ul style="list-style-type: none"> • What is the difference between population and patient health? • How do we segment patient populations to evaluate population health outcomes? • What unique strategies do/can we deploy to care for and engage areas or populations with worse health outcomes? • How are we compensated (or not) for population health and wellness? 	<ul style="list-style-type: none"> • Define population health vs. patient health²³ • Explain the community health needs assessment (CHNA) • Interpret population health, prevention, and wellness metrics • Define social determinants of health • Explain fee-based vs. risk-based contracts

This support guide can be used as a starting point for hospital leaders and educators to create their system's board education plan, to ensure the concepts are imparted across the dimensions of health care quality to trustees. Health systems will vary in terms of which concepts need to be introduced to all trustees versus only to those who serve on the quality committee. That said, absorbing all these concepts at once would be overwhelming, so teaching the concepts in smaller segments over time is essential, as is reinforcing the concepts with additional learning opportunities and available resources, particularly as new members join the board.

It is also worthwhile to consider different formats for teaching these concepts to various audiences such as a half-day retreat, a full-day education session, or in-depth hour-long programs offered throughout the year. Finally, consider how the concepts should be introduced to new trustees and reinforced for experienced trustees to support a common knowledge base.

Just as most trustees join a board with a conversation about what they can contribute in time, treasure, and talent to support the organization, perhaps there can also be a "learn" expectation to identify the need for continuous growth and learning, even as a trustee, to advance a culture of improvement and quality excellence.

Support Guide: Core Improvement System Knowledge

A 2016 IHI White Paper, *Sustaining Improvement*, identified the drivers of quality control and quality improvement in high-performing organizations and highlighted that boards play an essential role in creating a culture of quality care and quality improvement.²⁴ Quality knowledge for trustees must include a deep understanding of and comfort with how health system leaders will identify, assess, and improve the elements of care delivery.

Organizations might take many approaches to improvement — from Total Quality Management, to Lean, to high reliability, to the Model for Improvement. Trustees need to understand their health system's improvement methodology and ensure that the health system has the people, processes, and infrastructure to support its improvement efforts.

Trustees might ask health system leaders the following discussion questions to gain an understanding of the organization's improvement system:

- What is the organization's system of improvement, in terms of both evaluating performance and prioritizing areas for improvement?
- How were major quality improvement efforts selected in the last two years? What criteria were used and evaluated to measure their impact?
- How does quality improvement cover the entire health system versus in-hospital improvement only?
- What analytic methods do leaders use to gather insight from the entire system to inform improvement initiatives? What are the gaps in the information and analytics?
- Recognizing that quality improvement is most sustainable when frontline staff members are engaged, how do senior leaders ensure that frontline staff lead quality improvement work, are actively providing ideas for improvement, and are willing and encouraged to speak up?

Health care leaders may educate board members on their organization's improvement system in many ways. For example:

- Virginia Mason Health System board members travel to Japan to learn about the Toyota Production System and Lean principles that Virginia Mason also employs.²⁵
- The pediatric improvement network called Solutions for Patient Safety dedicates significant effort to board education on their high-reliability method of improvement and the board's role in understanding the core knowledge of safety and analyzing performance.²⁶
- The board at St. Mary's General Hospital in Kitchener, Ontario, "sought out new knowledge about Lean through board education sessions, recruited new members with expertise in Lean and sent more than half of the board to external site visits to observe a high-performing Lean healthcare organization."²⁷

Boards must understand how health system leaders perform the functions of quality planning, quality control, and quality improvement throughout the organization — and how that quality work is prioritized and resources are allocated. A 2015 article describes the process that Johns Hopkins Medicine undertook to ensure that the health system could map accountability for quality improvement throughout the organization, from the point of care to the board quality committee.²⁸ Similarly, in an article for The Governance Institute's *BoardRoom Press*, leaders from Main Line

Health shared their effort to delineate the flow and tasks of the oversight of quality from the boardroom to the frontline operations.²⁹ While the Johns Hopkins and Main Line Health approaches are unique to their systems, the essential idea they advanced is that a board and leadership should define the components of quality improvement work in their system and identify the accountability for those components throughout the system.

In addition to understanding accountability for quality throughout a health system, it is also essential for trustees to develop analytical skills to review data and engage meaningfully with leadership in generative dialogue about trends in the data. As part of their quality oversight role, health system boards need to understand the organization's key metrics and periodically review areas of performance that are outside of or below established expectations.

Also, educational training for trustees should teach them how to review data over time and request that data be benchmarked against other leading organizations to help them evaluate improvement opportunities. In IHI's interviews, some trustees noted that the way data are presented often impacts their ability to gain insights to oversee and engage leaders in discussions on quality performance and progress of quality improvement efforts.

In her work with health system trustees, Maureen Bisognano, IHI President Emerita and Senior Fellow, challenges boards that they should be able to answer four analytic questions pertaining to quality:³⁰

1. Do you know how good you are as an organization?
2. Do you know where your variation exists?
3. Do you know where you stand relative to the best?
4. Do you know your rate of improvement over time?

A board that understands management's system of improvement and is analytically capable of tracking performance will be able to confidently answer those four questions. The board plays a critical role in holding health system leaders accountable for improvement results and should be a thought partner in the system's quality improvement efforts. Understanding the system of improvement and the ways in which an organization identifies and prioritizes areas for improvement is an essential function of quality governance.

Support Guide: Board Culture and Commitment to Quality

A board that understands quality concepts and the organization's system of improvement may still be unable to fulfill its commitment to safe, high-quality, and equitable patient care if it does not also have a culture of commitment to quality and a structure that ensures that the quality functions are effectively carried out. Essential elements of board culture and commitment to quality are incorporated in the Governance of Quality Assessment in recognition that a board that governs quality must not only know the key processes to oversee quality, but also oversee them in a way that demonstrates a cultural commitment to quality.

Many individuals and organizations have contributed thought leadership on building a culture for governance of quality in health care, including leading governance experts (such as Jim Conway, James Reinertsen, Larry Prybil, and James Orlikoff), The Governance Institute, the American Hospital Association, and a few leading state hospital associations. With guidance from the expert group, this support guide focuses on elements of governance culture, structure, and commitment that are unique to supporting trustee oversight of and engagement in quality.

The expert group identified five high-level attributes of board culture and commitment to quality, as described below.

Set Expectations and Prioritize Quality

Quality needs to be a priority for all board members, not completely delegated to the quality committee(s), even if the quality committee is doing more of the oversight. Quality is demonstrated as a board priority in many ways, including dedicating time to engage in discussion about quality issues on board meeting agendas, and linking some component of executive compensation to performance on quality metrics.

For example, before a trustee joins the Virginia Mason Health System board, they are sent a compact (that is then reviewed annually) to reinforce core expectations of trustees, which includes quality oversight.³¹ Stephen Muething, Co-Director, James M. Anderson Center for Health System Excellence, Cincinnati Children's Hospital Medical Center, notes that Cincinnati Children's initially assigns all new board members to serve on the quality committee for their first year on the board, indicating that quality is so essential to their operations that every board member must develop core knowledge in quality.

Still, for too many boards, quality is not central to trustee education and not allocated sufficient time for learning and generative discussion.

Build Knowledge Competency and Define Oversight Responsibility of Quality

Knowledge and a clear work plan form a foundation for confident and thoughtful engagement in quality. Once trustees have been educated and are confident in their understanding of the core concepts, health system leaders need to work with trustees to define which issues the quality committee(s) will manage and which issues will be discussed by the entire board. This delineation of activities needs to be clearly articulated in the annual work plan for each group and will vary based on the size, scope, and structure of each organization.

Create a Culture of Inquiry

Board oversight of quality is not intended to micromanage the work of senior leaders, but to engage in thoughtful inquiry to ensure that organizational performance aligns with the expectations established by both leaders and trustees. For example, Henry Ford Health System has an annual quality retreat for its board quality committee and the quality committees of its hospitals and business lines. The trustees and health system leaders use this retreat as a time to dive deep on education, evaluate performance in depth, and have small group discussions to evaluate both quality and governance practices.³²

Diversity also adds to the culture of inquiry by bringing differing perspectives and community representation to the quality discussions. The size of board and committee meetings can prohibit in-depth dialogue; building in time for small group interactions can help support a culture of inquiry.

Be Visible in Supporting Quality

Boards can support health system leaders in their efforts to improve quality in many ways, including conducting rounds, visiting the point of care, and thanking frontline staff for their contributions to improving care quality and safety. Health system leaders can provide guidance on the best ways for trustees to be visible in supporting quality in the organization.

Focus on the Patient

The board can also support quality work by including time on the agenda to hear patient stories, which personalizes the data. For example, board chair Mike Williams described how “Children’s National Medical Center in Washington, DC, has strengthened board engagement with their frontline clinical teams to focus on safety, quality, and outcomes of clinical care. Their ‘board to bedside’ sessions discuss important topics of care and then move to the bedside to experience how changes are being implemented and gather experiences of patients.”³³

The elements of this support guide are reinforced in the Board Quality Culture and Commitment section (Category 1) of the Governance of Quality Assessment (GQA). Boards that carry out the core processes of governance of quality without a deeper culture and commitment to quality will be more likely to have a “check the box” mentality that the expert group identified as less likely to demonstrate leadership and commitment to advancing quality within the health system in a way that patients deserve.

Appendix B: IHI Lucian Leape Institute Expert Meeting Attendees

Advancing Trustee Engagement and Education in Quality, Safety, and Equity

July 12, 2018

- Paul Anderson, Trustee, University of Chicago Medical Center
- Evan Benjamin, MD, MS, FACP, Chief Medical Officer, Ariadne Labs; Harvard School of Public Health; Harvard Medical School; IHI Faculty
- Jay Bhatt, DO, Senior Vice President and Chief Medical Officer, American Hospital Association; President, Health Research & Educational Trust
- Lee Carter, Member, Board of Trustees, Former Board Chair, Cincinnati Children's Hospital Medical Center
- Jim Conway, MS, Trustee, Winchester Hospital, Lahey Health System
- Tania Daniels, PT, MBA, Vice President, Quality and Patient Safety, Minnesota Hospital Association
- James A. Diegel, FACHE, Chief Executive Officer, Howard University Hospital
- James Eppel, Executive Vice President and Chief Administrative Officer, HealthPartners
- Karen Frush, MD, CPPS, Chief Quality Officer, Stanford Health Care
- Tejal K. Gandhi, MD, MPH, CPPS, Chief Clinical and Safety Officer, Institute for Healthcare Improvement; President, IHI Lucian Leape Institute (Meeting Co-Chair)
- Michael Gutzeit, MD, Chief Medical Officer, Children's Hospital of Wisconsin
- Gerald B. Hickson, MD, Senior Vice President for Quality, Safety, and Risk Prevention, Vanderbilt Health System; Joseph C. Ross Chair for Medical Education and Administration, Vanderbilt University Medical School; Board Member, Institute for Healthcare Improvement
- Brent James, MD, MStat, Member, National Academy of Medicine; Senior Fellow and Board Member, Institute for Healthcare Improvement
- Maulik Joshi, DrPH, Chief Operating Officer, Executive Vice President, Integrated Care, Anne Arundel Medical Center
- Gary S. Kaplan, MD, FACMPE, Chairman and CEO, Virginia Mason Health System; Chair, IHI Lucian Leape Institute; Board Member, Institute for Healthcare Improvement
- John J. Lynch III, FACHE, President and CEO, Main Line Health
- Kedar Mate, MD, Chief Innovation and Education Officer, Institute for Healthcare Improvement
- Patricia McGaffigan, RN, MS, CPPS, Vice President, Safety Programs, Institute for Healthcare Improvement; President, Certification Board for Professionals in Patient Safety, IHI
- Ruth Mickelsen, JD, MPH, Board Chair, HealthPartners

- Stephen E. Muething, MD, Chief Quality Officer, Co-Director, James M. Anderson Center for Health System Excellence, Cincinnati Children's Hospital Medical Center
- Lawrence Prybil, PhD, LFACHE, Community Professor, College of Public Health, University of Kentucky
- Michael Pugh, MPH, President, MDP Associates; Faculty, Institute for Healthcare Improvement
- Shahab Saeed, PE, Adjunct Professor of Management, Gore School of Business, Westminster College; Former Trustee, Intermountain Healthcare
- Carolyn F. Scanlan, Board Member, Penn Medicine Lancaster General Health
- Michelle B. Schreiber, MD, former Senior Vice President and Chief Quality Officer, Henry Ford Health System
- Andrew Shin, JD, MPH, Chief Operating Officer, Health Research & Educational Trust
- Debra Stock, Vice President, Trustee Services, American Hospital Association
- Charles D. Stokes, MHA, FACHE, President and CEO, Memorial Hermann Health System; Immediate Past Chair, American College of Healthcare Executives
- Beth Daley Ullem, MBA, Lead Author and Faculty, IHI; President, Quality and Patient Safety First; Trustee, Solutions for Patient Safety and Catalysis; Former Trustee, Thedacare and Children's Hospital of Wisconsin; Advisory Board, Medstar Institute for Quality and Safety
- Sam R. Watson, MSA, MT(ASCP), CPPS, Senior Vice President, Patient Safety and Quality, and Executive Director, MHA Keystone Center for Patient Safety and Quality, Michigan Health & Hospital Association; Board Member, Institute for Healthcare Improvement
- John W. Whittington, MD, Senior Fellow, Institute for Healthcare Improvement
- Kevin B. Weiss, MD, MPH, Senior Vice President, Institutional Accreditation, Accreditation Council for Graduate Medical Education
- David M. Williams, PhD, Senior Lead, Improvement Science and Methods, Institute for Healthcare Improvement
- Isis Zambrana, Associate Vice President, Chief Quality Officer, Jackson Health System

Appendix C: Members of the IHI Lucian Leape Institute

- Gary S. Kaplan, MD, FACMPE, Chairman and CEO, Virginia Mason Health System; Chair, IHI Lucian Leape Institute; Board Member, Institute for Healthcare Improvement
- Tejal K. Gandhi, MD, MPH, CPPS, Chief Clinical and Safety Officer, Institute for Healthcare Improvement; President, IHI Lucian Leape Institute
- Donald M. Berwick, MD, MPP, President Emeritus and Senior Fellow, Institute for Healthcare Improvement
- Joanne Disch, PhD, RN, FAAN, Professor ad Honorem, University of Minnesota School of Nursing
- Susan Edgman-Levitan, PA, Executive Director, John D. Stoeckle Center for Primary Care Innovation, Massachusetts General Hospital
- Gregg S. Meyer, MD, MSc, CPPS, Chief Clinical Officer, Partners HealthCare
- David Michaels, PhD, MPH, Professor, Department of Environmental and Occupational Health, Milken Institute School of Public Health, George Washington University
- Julianne M. Morath, RN, MS, President and CEO, Hospital Quality Institute of California
- Susan Sheridan, MIM, MBA, DHL, Director of Patient Engagement, Society to Improve Diagnosis in Medicine
- Charles Vincent, PhD, MPhil, Professor of Psychology, University of Oxford; Emeritus Professor of Clinical Safety Research, Imperial College, London
- Robert M. Wachter, MD, Professor and Chair, Department of Medicine, Holly Smith Distinguished Professor in Science and Medicine, Marc and Lynne Benioff Endowed Chair, University of California, San Francisco

Emeritus Members

- Carolyn M. Clancy, MD, Assistant Deputy Under Secretary for Health for Quality, Safety and Value, Veterans Health Administration, US Department of Veterans Affairs
- Amy C. Edmondson, PhD, AM, Novartis Professor of Leadership and Management, Harvard Business School
- Lucian L. Leape, MD, Adjunct Professor of Health Policy, Harvard School of Public Health
- Paul O'Neill, 72nd Secretary of the US Treasury

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- ²³ Pathways to Population Health. www.ihl.org/Topics/Population-Health/Pages/Pathways-to-Population-Health.aspx
- ²⁴ Scoville R, Little K, Rakover J, Luther K, Mate K. *Sustaining Improvement*. IHI White Paper. Cambridge, MA: Institute for Healthcare Improvement; 2016. www.ihl.org/resources/Pages/IHIWhitePapers/Sustaining-Improvement.aspx
- ²⁵ Remarks from Gary Kaplan, MD, Chairman and CEO, Virginia Mason Health System, at the expert meeting on July 12, 2018.
- ²⁶ Interviews with: Anne Lyren, MD, MSc, Clinical Director, Children's Hospitals' Solutions for Patient Safety, on November 10, 2017; Stephen Muething, MD, Chief Quality Officer, Co-Director, James M. Anderson Center for Health System Excellence, Cincinnati Children's Hospital Medical Center, on October 27, 2017.
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³⁰ "What Healthcare Leaders Need to Know Now." FurstGroup Blog. July 18, 2013. www.furstgroup.com/blog/leadership-bisognano

³¹ Remarks from Gary Kaplan, MD, Chairman and CEO, Virginia Mason Health System, at the expert meeting on July 12, 2018.

³² Interview with Michelle Schreiber, MD, former Senior Vice President and Chief Quality Officer, Henry Ford Health System, on January 25, 2018.

³³ Interview with Michael Williams, MBA, Board Chair, Children's National Medical Center, on February 8, 2018.

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: August 13, 2019
Subject: FY20 Hospital Board Member Competencies

Recommendation(s):

To recommend the Board adopt the Draft Competency Matrix.

Summary:

1. Situation: In FY19, the Governance Committee recommended and the Board adopted the attached competency matrix. Using the competency matrix, all Board members evaluated themselves and all other Board members resulting in identification of gaps in overall Board competencies. The gap analysis was then used to inform Board member retention and recruitment efforts.
2. Authority: One of the Governance Committee's chartered responsibilities is to define the necessary skill sets, diversity, and other attributes required for Board members to support Hospital strategy, goals, community needs and current market conditions and make recommendations to the Board regarding Board composition.
3. Background: The Board has, over time, modified the highest priority competencies in response to changing Hospital strategy, goals, community needs and market conditions. Competency 3 (leadership of high performing organizations in other industries including Board experience) replaced healthcare industry experience and experience in clinical integration/continuum of care in FY19. The first terms of Directors Kliger and Rebitzer expire on June 30, 2020. The District Board's Ad Hoc Committee (described above in Agenda Item 4b) will likely begin to evaluate their reappointment in August or September 2019.
4. Assessment: There is a need to confirm the Board competencies for FY20.
5. Other Reviews: None.
6. Outcomes: Recommendation for FY20 Board Competency Matrix

List of Attachments:

1. Draft FY20 Board Competency Matrix
2. Article of Interest, Bringing Competencies to Governance: Systems Helping Systems

Suggested Committee Discussion Questions:

1. Is the Draft Competency Matrix adequate for FY20?
2. What are the top priority Board competencies for FY20?

DRAFT FY20 Competency Matrix Rating Tool & Rating Scale

[illegible]



As health care organizations become more complex and diverse, their governance requires individuals with a range of knowledge, skills and behaviors that can address the needs and challenges of these evolving enterprises. As their organizations mature, effective boards update how their members are selected, often moving away from informal, relationship-based board composition to a more intentional, competency-based process.

That process began six years ago for the board of Health First in Rockledge, FL. As the organization brought together its multiple entities into an integrated delivery network, it realized it was time for governance to evolve as well.

“We had committed people who had served on hospital boards governing our system,” says then board chair Jim Shaw. “But we realized our board did not have all of the skills we would need for the future.” Working with Steven Johnson, the system’s new CEO, the board moved from membership based on criteria such as geographic representation to a board composed of individuals with specific skills and experience with complex organizations.

“As we created our network we had some challenges that were sometimes difficult to work through for me and my team,” Johnson recalls. “Jim, who came from the aerospace industry, pointed out that we were viewing our organization as a health care company, and that in his industry we would be viewed as a systems integration company whose product is health care. This observation had a profound effect on me and ultimately influenced who we hired and who we brought onto our board.”

Along with new board members came tools and expertise from other health systems that would help Health First attract needed competencies to its board. Cathy Eddy, who had served on the health plan board at Presbyterian Healthcare Services (PHS) in Albuquerque, NM, introduced the PHS individual board member “Competency Wheel” to the Health First board.

“I can’t underscore how significant sharing the PHS wheel has been for our board,” says past vice chair and current Nominating Committee chair Cathy Ford, who led development of the wheel for Health First governance. “The PHS competency definitions gave us a start, and along the way we further enhanced the wheel to reflect some specific skills our board needed.”

The Health First Individual Competency Inventory (see page 2) profiles the skills residing among current board members. It also identifies members who have generalist experience and those who are specialists in each competency to help determine new or deeper skills the board needs. Each competency has been defined in detail to ensure the wheel can be used with

accuracy and confidence for a number of purposes. (To view the Health First template version that boards can adapt for their own use, [click here](#).)

The Competency Inventory creates transparency for the board in determining the skill sets it will need going forward. It also provides an opportunity to plan for new members in advance and either develop existing board members or reach out beyond the organization's service area to tap people with skills that may not be available locally. According to Shaw, the biggest advantage of using the inventory in board recruitment is to help the board consider what skills it needs to govern better.

The board recently added use of the Competency Inventory to board assessment and development processes. As part of board evaluation, trustees are asked what competencies they bring to the board and how they would like to further grow in their role. The development process that follows enables board members to add themselves to new competency segments on the inventory and increase the expertise, contributions and value they bring to Health First governance. Identifying development needs further assists the board in planning for board education and retreats.

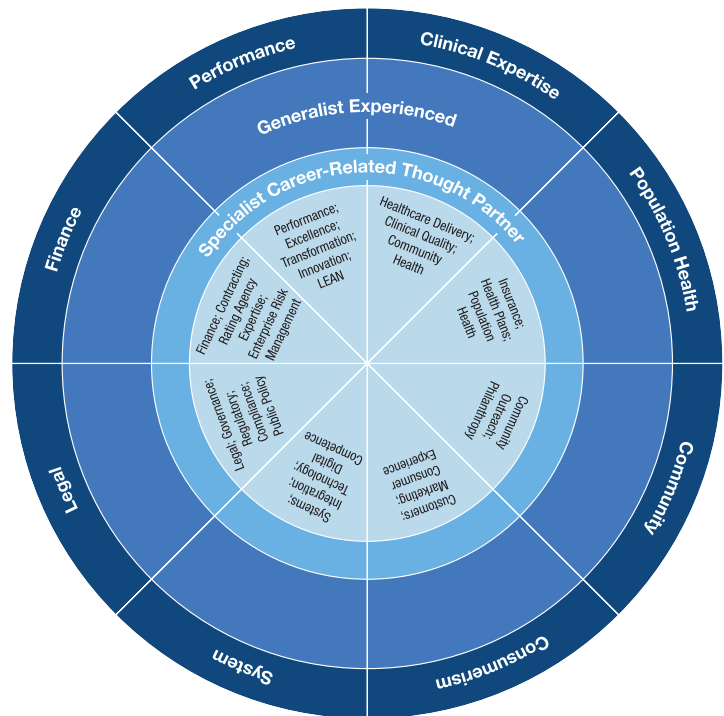
The Competency Inventory also is used when board leadership needs to have “tough conversations” with some board members whose skill sets no longer match the board's needs. According to Eddy, the inventory helps makes these conversations more objective.

For some, like Ford, working closely with the Competency Inventory and seeing it evolve has helped her decide not to seek additional terms on the board.

“I am a generalist in many ways,” she observes. “I see the organization's strategic direction and know the specific board skills it needs. Using the inventory helped me see that I did not have some of these skills, so it made my decision clear.”

The board and executive leadership team also jointly use the Competency Inventory to create mentoring opportunities among board members and senior executives. As CEO, Johnson sits on the board's Governance Committee, which is responsible for use of the inventory. He provides input into skills the board needs and helps identify trustees with specialist-level

Health First Individual Competency Inventory



competencies who can act as mentors and advisors.

“Jim made sure our board members understood the difference between governance and management,” says board member Eddy, “and helped us pull back if we were getting into management territory.”

This understanding of the governance/management distinction gives Johnson confidence about board member/executive mentoring relationships.

“This partnership definitely works,” Johnson says. “I have a great executive team who really wants mentoring, but does not want to be managed in that relationship; and our board understands the difference. Board member mentors work directly with our executives, and I am comfortable with that because I know our board members won’t try to manage them.”

At Health First, the Competency Inventory is a dynamic tool that reflects the organization’s evolving needs. Recently added competencies include community outreach/philanthropy, consumerism, enterprise risk management and systems integration. Shaw notes that the integration science skill set is not common in health care, so health systems may need to go outside the health care field to acquire these and other skills for management and the board.

“Enterprise risk was not something we had looked at before,” he explains. “And adding it as a board competency has expanded our understanding of risk and what the board should be looking at. We have centralized our review of risk as part of Audit Committee oversight because we are looking at it now at a much broader level.”

Health First board members see a focus on competencies as a way to strengthen the board and help it deal with complex issues. And sometimes, recruiting for specific skills enables a board to get a lot more than it was looking for. The Health First board recently looked for a new member with clinical skills, Eddy says, and was able to recruit an individual who also had legal and graduate education expertise. The Competency Inventory enables the board to profile the range of skills that members bring to board service so that the board gets a clear view of all the areas in which they can make a contribution.

Shaw says that competencies also help bridge the relationship between the board and management to help the organization accomplish its objectives.

“The inventory shows us the skills our organization needs to conduct business,” he says, “and makes it easier to think about how to handle future challenges.”

Mary K. Totten (marykaytotten@gmail.com) is a senior governance consultant for the American Hospital Association.

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: August 13, 2019
Subject: FY20 Board Education Plan

Recommendation(s):

To approve the Proposed FY20 Board Education Plan

Summary:

1. Situation: The Board continues to request ongoing education to support its work. As well, ongoing Board education is considered a best practice, vital to effective Board functioning.
2. Authority: It is within the Committee's chartered responsibilities to recommend an annual plan for Hospital Board and Committee member education, training and development.
3. Background: As noted in the FY19 Board Self-Assessment results, the Board members express a strong desire to become more effective in the area of Quality Oversight. In addition, the community members of the Board's Advisory Committees continue to express interest in at least annual updates on the Strategic Plan Implementation.

Recommendation:

- A. October 23, 2019 Joint Board and Committee Session – Strategic Plan Implementation Update and Committee Roundtables
 - B. Board Retreat – The Board's Role in Quality Oversight
 - C. April 22, 2019 Joint Board and Committee Session – (TBD) and Committee Roundtables
 - D. Conference Attendance (AHA, Governance Institute, others?)
 - E. Governance Institute Membership Website Resources: White Papers, E-Briefings, Board Room Press, Webinars etc.
4. Assessment: N/A
 5. Other Reviews: None.
 6. Outcomes: N/A

List of Attachments:

None.

Suggested Committee Discussion Question:

None.

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: August 13, 2019
Subject: Process for Election and Re-Election of Non District Board Members (NDBMs) to the El Camino Hospital Board of Directors ("Process")

Recommendation(s):

1. To recommend the El Camino Hospital Board of Directors recommend the El Camino Healthcare District Board of Directors continue using the current Process.

OR

2. To recommend the El Camino Hospital Board of Directors recommend the El Camino Healthcare District Board of Directors continue using the current Process as modified.

Summary:

1. Situation: The Process has been in place since December 2014 with a number of minor revisions, most recently in May 2018.
2. Authority: Each year, we ask the Governance Committee to review the Process and associated surveys and propose any possible changes to it. (*See*, Process, Section 9)
3. Background: The current Process (or potentially as modified) will be used by the District Board as it considers the re-appointment of Directors Kliger and Rebitzer.
4. Assessment: The Process has generally worked well. One challenge can be dealing with non-alignment of Ad Hoc Committee members when there is no way to break a tie vote. Another challenge has been determining how much weight to assign to the various competency criteria. Also, the general competencies outlined in Section B3-6 are essentially duplicative of or conflict with those set forth in the Competency Matrix.
5. Other Reviews: None.
6. Outcomes: N/A

List of Attachments:

1. Process for Election and Re-Election of Non District Board Members (NDBMs) to the El Camino Hospital Board of Directors ("Process")
2. ECH Board Member Re-election Report Survey
3. Draft Revised ECH Board Member Position Description

Suggested Committee Discussion Questions:

1. Should weighting be assigned to any of the competencies in Sections B, C or D?
2. Is the ECH Board Member Re-election Report Survey a valuable tool?

Process for Election and Re-Election of NDBMs to the ECH Board of Directors (“Process”)

August 13, 2019

3. Should there be any additional provisions for communication with current Board members whose terms are expiring other than those identified in Section A(2)(i) [Conversation with District Board Chair] and Section A(4)(a)(i) [Interview with Ad Hoc Committee and Advisors].
4. Should Section B items 3-6 be eliminated?
5. Are any other changes to the Process warranted?



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**Process for Re- Election and Election
Of Non-District Board Members
To The El Camino Hospital Board of Directors.***

BOARD OF DIRECTORS

*Neysa Fligor
Peter C. Fung, MD
Julia E. Miller
David Reeder
John L. Zoglin*

A. Timeline

1. Previous FYQ4: The District Board Chair shall appoint a District Director as Chair of an Ad Hoc Committee and the Board shall approve the appointment of one additional District Director as a member of the Committee. The Board shall also approve the appointment of up to two advisors to the Ad Hoc Committee. One advisor should be a Non Hospital Director member of the El Camino Hospital Governance Committee (who has been referred by the Chair of the Governance Committee) and the other should be a Hospital Director who is not a member of the District Board (who has been referred by the Chair of the El Camino Hospital Board).
2. FYQ1 – Regular District Board Meeting:
Prior to Meeting, District Board Chair (i) asks the El Camino Hospital Director, who is not also a member of the District Board whose term is next to expire (Non District Board Member “**NDBM**”) to declare interest and (ii) informs the District Board of intent (via Board packet).
3. FYQ2 – Regular District Board Meeting:
 - a. Prior to the Meeting:
 - i. District and Hospital Board Members: Complete the ECH Board Competency Matrix Survey and, unless the Ad Hoc Committee votes not to use it in a given year, ECH Board Member Re-Election Report Survey.
 - ii. District Board Members: Review Position Specification in place at time of election to the Hospital Board and the ECH Board Member NDBM Job Description.
 - b. At the Meeting: Discuss portfolio of skills needs.
4. FYQ2 – Regular District Board Meeting:
 - a. Prior to the Meeting:
 - i. Ad Hoc committee analyzes evaluations, (3) (a) above, interviews the NDBM, and develops recommendation regarding re-election of NDBM to the Hospital Board.
 - ii. Hospital Board, on the recommendation of the Governance Committee proposes a revised Position Description to the District Board.
 - b. At the Meeting:
 - i. District Board considers re-election of NDBM.
 - ii. If NDBM is re-elected, the Hospital Board shall be notified.

- iii. If NDBM is not re-elected, the District Board will authorize external recruitment of a new NDBM.
 - iv. If there are any mid-term vacancies or other open seats on the Hospital Board the District Board will authorize a timeline for recruitment to fill those seats. Any individual may apply and staff shall solicit applications from the public, the ECH Board, the ECH Foundation Board, ECH Board Advisory Committees and the Executive Leadership Team.
- 5. FYQ2 or Q3 – Begin external search as authorized in Section 4(b)(iii) and (iv) if necessary.
- 6. FYQ2 or Q3 – Regular District Board Meeting:
 - a. Ad Hoc Committee to present an interim update to the District Board.
 - i. Incorporate Board feedback into further recruitment efforts.
 - ii. Plan for interviews – direct staff to schedule.
- 7. FYQ3 or Q4 – Regular District Board Meeting:
 - a. Prior to the Meeting: Ad Hoc Committee to summarize interviews for the Board packet and make a recommendation to the District Board
 - b. District Board Considers AD Hoc Committee recommendation and votes to elect new NDBM(s) to the Hospital Board.
- 8. This process to be confirmed by the District Board annually when the process is complete.
- 9. The following matters are delegated to the El Camino Hospital Board Governance Committee:
 - a. FYQ3 – Review and recommend changes to the survey tools identified in section 3(a)(i).
 - b. FYQ3 – Review and recommend changes to this process.
 - c. FYQ3 – Review and recommend changes to NDBM Position Specification and Job Description.
 - d. Participate in the recruitment effort of new NDBM by referring a member to advise the Ad Hoc Committee as described in #1 above.

B. General Competencies

- 1. Understanding of the vital role El Camino Hospital plays in the broader region.
- 2. Loyalty to El Camino Hospital's charitable purposes.
- 3. Knowledge of healthcare reform (Affordable Care Act) implications.
- 4. Ability to understand and monitor the following:
 - a. Diverse portfolio of businesses and programs
 - b. Complex partnerships with clinicians
 - c. Programs to create a continuum of care
 - d. Investment in technology
 - e. Assumption of risk for population health
 - f. Resource allocation
 - g. Quality metrics
- 5. Commitment to continuing learning.
- 6. Demonstrated strategic thinking.
- 7. Efforts to recruit potential Advisory Committee members.

8. Understanding and support of the role the District Board plays in Governance of the 501(c)(3) corporation.

C. Portfolio Skill Set

1. Complementary to skill sets of other Board members (gap-filling).
2. Applicable to the then current market. (See, Competency Matrix)

D. Other Criteria

1. Positive working relationship with other Board members.
2. Productive working relationship with the El Camino Hospital CEO.
3. Attendance at Board and Committee meetings.
4. See, Competency Matrix.

**Approved 12/9/2014; revised 3/17/2015; revised 6/14/2016; revised 1/25/2017, revised 10/17/2017; 5/15/2018*

El Camino Healthcare District

El Camino Hospital Board Member Evaluation

Prepared for: El Camino Healthcare District
March 2014

This peer assessment tool is prepared for members of the El Camino Healthcare District for use in the Evaluation of members of the El Camino Hospital Board of Directors. This tool can also be used for self-assessment to compare self-ratings with the average of peer ratings.

Board Member Peer Review

	Strongly Disagree	Disagree	Neither Agree/ Disagree	Agree	Strongly Agree	Not at all/Unable to Judge
Fiduciary and Strategic Oversight						
1. Demonstrates an understanding of fiduciary responsibility and stewardship of ECH's resources.	1	2	3	4	5	N/A
2. Demonstrates loyalty to ECH's charitable purposes.	1	2	3	4	5	N/A
3. Demonstrates an understanding of how ECH's strategic direction compliments the vital role ECH plays in the broader region.	1	2	3	4	5	N/A
4. Offers insights that reflect strategic thinking about the future of the institution.	1	2	3	4	5	N/A
5. Understands the board's role in governance and does not inappropriately intervene in areas delegated to management.	1	2	3	4	5	N/A
Knowledge and Expertise						
6. Brings skills and knowledge that distinctly adds value to the overall competency of the board.	1	2	3	4	5	N/A
7. Demonstrates sufficient knowledge of healthcare reform implications to govern effectively.	1	2	3	4	5	N/A
8. Seeks the appropriate level of information from staff to govern effectively.	1	2	3	4	5	N/A
9. Demonstrates a clear understanding of the role the District Board plays in governance of the 501(c)(3) corporation.	1	2	3	4	5	N/A
10. Is supportive of the role the District Board plays in governing ECH.	1	2	3	4	5	N/A

	Strongly Disagree	Disagree	Neither Agree/ Disagree	Agree	Strongly Agree	Not at all/Unable to Judge
11. Demonstrates ability to understand and oversee the following:						
a. Diverse portfolio of businesses and programs	1	2	3	4	5	N/A
b. Complex partnerships with clinicians	1	2	3	4	5	N/A
c. Programs to create a continuum of care	1	2	3	4	5	N/A
d. Investment in technology	1	2	3	4	5	N/A
e. Assumption of risk for population health	1	2	3	4	5	N/A
f. Resource allocation	1	2	3	4	5	N/A
g. Quality metrics	1	2	3	4	5	N/A
Interpersonal and Communication						
12. Treats others in a respectful manner.	1	2	3	4	5	N/A
13. Creates a blameless culture by giving others the benefit of the doubt; assumes good intent of others before making judgment.	1	2	3	4	5	N/A
14. Takes responsibility for his/her actions; is able to admit mistakes.	1	2	3	4	5	N/A
15. Communicates effectively during meetings.	1	2	3	4	5	N/A
16. Operates in an open and transparent manner.	1	2	3	4	5	N/A
17. Behaves in a manner that models the highest standard of ethics and integrity.	1	2	3	4	5	N/A
18. Possesses self-awareness of his/her strengths and limitations.	1	2	3	4	5	N/A
19. Is able to modify behavior with feedback given by other.	1	2	3	4	5	N/A
Relationships						
20. Has a positive working relationship with fellow board members.	1	2	3	4	5	N/A
21. Has a positive working relationship with the ECH CEO.	1	2	3	4	5	N/A
22. Has a positive working relationship with the management team.	1	2	3	4	5	N/A
23. Is able to foster relationships with others even when styles or personalities may differ.	1	2	3	4	5	N/A
Participation						
24. Comes prepared to meetings.	1	2	3	4	5	N/A

	Strongly Disagree	Disagree	Neither Agree/ Disagree	Agree	Strongly Agree	Not at all/Unable to Judge
25. Participates effectively in board meetings; speaks up and actively listens.	1	2	3	4	5	N/A
26. Participates effectively in committees.	1	2	3	4	5	N/A
27. Adds value in comments to the board.	1	2	3	4	5	N/A
28. Makes an effort to recruit potential Advisory Committee members.	1	2	3	4	5	N/A
29. Demonstrates a commitment to continuous learning.	1	2	3	4	5	N/A
30. Advocates on behalf of ECH.	1	2	3	4	5	N/A
Decision Making						
31. Demonstrates clear, logical thinking when deliberating an issue.	1	2	3	4	5	N/A
32. Demonstrates an ability to identify the costs, benefits, and consequences of Board decisions.	1	2	3	4	5	N/A
33. Weighs all sides of the issue before reaching a conclusion.	1	2	3	4	5	N/A
34. Supports the board once a decision has been made.	1	2	3	4	5	N/A
35. Appropriately questions data and information presented to the Board for its deliberations.	1	2	3	4	5	N/A

1. What do you believe are this Director's greatest strengths?

2. What are his/her areas for development?

If you marked a 1 or 2 on any of the items above, please provide an explanation.

POSITION SPECIFICATION
El Camino Hospital
Draft Revised August 1~~January 23~~, 2019

TITLE: Board Member

LOCATION: Mountain View, California

THE CURRENT BOARD

The El Camino Hospital Board is currently comprised of the five members of the El Camino Healthcare District Board, along with ~~Jeffrey Davis, MD,~~ Lanhee Chen, JD, PhD, Julie Kliger, RN, Jack Po, MD, PhD, Don Watters and Bob Rebitzer. The members of the ECH Board who are not District Board members now serve a maximum of 4 staggered 3-year terms. Directors Po and Watters are serving their first terms. Director Watters' term expires in December 2020 and Director Po's term expires on June 30, 2020 ~~Davis is serving his third term (expires on June 30, 2019) and~~ Directors Rebitzer and Kliger are also serving their first terms which expire on June 30, 2020. Director Chen, the current Board Chair, is serving his second term which expires on June 30, 2021. ~~The current recruitment is designed to fill the following:~~
~~A current mid-term vacancy with a term end date of December 2020.~~
~~A three-year term beginning July 1, 2019 and ending June 30, 2022.~~

POSITION

BACKGROUND:

With the significant and continuing, large scale changes occurring in the healthcare environment, the District Board has determined that it will seek Hospital Director Candidates who will add to the thoughtful deliberations and guidance from the Board, regarding the Hospital's strategic priorities and who possess competencies in the following areas:

1. Complex Market Partnerships
2. Long-Range Strategic Planning
3. Experience leading a high performing organization, healthcare-related or other industry, including Board-level experience
4. Finance/Entrepreneurship

QUALIFICATIONS:

To fill this role, El Camino is seeking a senior operating executive, consultant or academic leader who will reference as a leader in strategic dialogues. Since El Camino has relationships with most organizations of this type within Silicon Valley it will be important that conflicts are avoided. A recently retired, active executive might also be appropriate, as would consultants and advisors to this community.

SPECIFIC REQUIREMENTS:

- Physically attend at least two-thirds of all meetings.

Meetings are defined as Hospital Board meetings and Standing Committee meeting(s) to which the Board member has been appointed. Attendance guidelines will be considered met if the Board member physically attends two-thirds of all Hospital Board meetings **and** two-thirds of the meetings of each Standing Board Advisory Committee to which the member is appointed.

- Serve on at least two Standing Board Advisory Committees (credit will be given for assignment to other Board obligations, including but not limited to the El Camino Hospital Foundation Board, Chair of the Board, Ad Hoc Committees and the Community Benefit Advisory Council).
- Offer to Chair at least one of the Standing Board Advisory Committees.
- Give notice (in accordance with policy) for inability to attend a meeting in-person or via teleconference, except in the case of emergency, to the Director of Governance Services at least five business days prior to a meeting.
- Agree to abide by the "El Camino Hospital Board Management Compact" (dated December, 2012).

BOARD MEETINGS

The El Camino Hospital Board presently meets monthly, excluding July and January, typically at 5:30pm on the second Wednesday of each month. In addition, two Joint Board and Committee evening educational sessions and one full day retreat are held each year.

COMMITTEE MEETINGS

Meetings are held on weekday evenings beginning between 4 and 5:30 pm and last approximately 1.5 to 2 hours.

Investment: 4x/year

Quality, Patient Care and Patient Experience: 10x/year

Finance: 6x/year

Governance: 4-6x/year

Executive Compensation: 4-6x/year

Corporate Compliance/Privacy and Internal Audit: 6x/year

COMPENSATION

Board members are eligible for compensation in the amount of \$200 per Board meeting, \$100 per Committee meeting, and \$100 per Committee Prep meeting attended, up to 7 meetings per month. The Board Chair receives an annual \$12,000 stipend, payable quarterly.



**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Dan Woods, CEO
Date: August 13, 2019
Subject: ECH Leadership Succession Planning

Purpose:

To inform the Committee regarding ECH management's Succession Planning and Leadership Development efforts and accomplishments

Summary:

1. Situation: It is important for organizations such as ECH to carefully and strategically manage succession for key leadership roles.
2. Authority: The Committee requested a report on this topic.
3. Background: El Camino Health is, at present, a relatively "flat" organization. This makes it very challenging to recruit and retain leaders who are immediately and fully ready to be permanently promoted, especially into executive leadership roles. Should the need arise, I have identified immediate internal interim successors for each of the following executive positions:
 - CEO
 - CMO
 - CNO
 - COO
 - President, SVMD
 - CHRO
 - CFO
 - CIO

In the last 18 months we have taken the following steps to support succession at ECH:

- A. Talent calibration process for all Director level positions was completed in April 2018 using 9-Box methodology with senior leadership input.
- B. Coaching established for new high potential directors
- C. Stretch assignments enabling partnerships between service lines and/or within departments to support cross-functional management development
- D. Internal succession of department leaders with 7 pre-identified successors
- E. Mid-year review of executive leadership attributes by CEO for each executive leader
- F. Development needs identified and communicated
- G. Executive leadership attributes will be cascaded to Directors and Managers in the next year

ECH Leadership Succession Planning
August 13, 2019

4. Assessment: N/A
5. Other Reviews: The Executive Compensation Committee receives annual reports on succession management.
6. Outcomes: Plan for interim successors in place.

List of Attachments: None.

Suggested Committee Discussion Questions: None.

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: August 13, 2019
Subject: Governance Committee Recruitment: Possible Ad Hoc Committee Appointment

Recommendation(s):

If the Committee decides to pursue recruitment of additional community members at this time, the Committee should appoint an Ad hoc Committee comprised of no more than two members to work on the recruitment and bring potential candidates forward to the Committee for consideration.

Summary:

1. Situation: At its last meeting, the Committee members expressed interest in discussing whether it would be beneficial to the Committee to recruit an additional Non-Director member of the Committee.
2. Authority: Pursuant to the Hospital Board Advisory Committee Member Nomination and Selection Policy (and Procedures), it is within the Committee's authority to appoint an Ad Hoc Committee for this purpose.
3. Background: The Committee is currently comprised of three Board Director and two Non – Director Members. Per the Committee Charter, the Committee may have 2 – 4 Non-Director Members with expertise in governance, organizational leadership or as a hospital or health system executive.
4. Assessment: N/A
5. Other Reviews: None.
6. Outcomes: N/A

List of Attachments:

Hospital Board Advisory Committee Member Nomination and Selection Policy (and Procedures)

Suggested Committee Discussion Question:

Would it be beneficial to the Committee to recruit an additional Non-Director member of the Committee?

Governance Committee

Updated 8/1/2019

FY20 GC Pacing Plan – Q1		
July 2019	August 13, 2019	September 2019
<p><i>No scheduled meeting</i></p> <p><i>At each meeting:</i></p> <p>Regular Consent Calendar Items: Minutes, Committee Recruitment Update, Article of Interest</p> <p>Other Regular Items:</p> <ul style="list-style-type: none"> - Board Recruitment Update - Report on Board Actions 	<ul style="list-style-type: none"> - Consider Hospital Board Member Competencies for FY20/21 - FY20 Board Education Plan <ul style="list-style-type: none"> o Topics for Semi-Annual Board and Committee Education Sessions o Topic for Annual Retreat (February) - Review Annual Board Self-Assessment (BSA) Results and Develop Action Plan - <u>Review Process for Election and Re-Election of NDBM's to the ECH Board</u> - Consider Revision to ECH Bylaws (# of Board Seats) - Review Composition of Advisory Committees - ECH Leadership Succession Planning - Governance Committee Recruitment 	<p><i>No scheduled meeting</i></p>
FY20 GC Pacing Plan – Q2		
October 15, 2019	November 2019	December 2019
<ul style="list-style-type: none"> - Review and Recommend Annual Board and Committee Self-Assessment Tool (?) - Review Delegations of Authority to Committees - Review Process for Election and Re-Election of Non-District Board Members to the El Camino Hospital Board of Directors - Final Planning October 23 Education Session - Assess Progress on FY20 Board Action Plan - <u>Review Composition of Board Advisory Committees</u> - Governance Ad Hoc Committee Report <p>Wed., 10/23/2019</p> <p>Board & Committee Educational Gathering</p>	<p><i>No Scheduled Meeting</i></p>	<p><i>No scheduled meeting</i></p>

Governance Committee

Updated 8/1/2019

FY20 GC Pacing Plan – Q3		
January 2020	February 4, 2020	March 31, 2020
<i>No scheduled meeting</i>	<ul style="list-style-type: none"> - Planning April Education Session - Assess progress on FY20 Board Action Plan - Final Planning for February 26th Board Retreat - Review and Recommend Annual Board and Committee Self-Assessment Tool (?) 	<ul style="list-style-type: none"> - Set FY21 Governance Committee Dates - Develop FY21 Governance Committee Goals - Final Planning April Education Session
FY20 GC Pacing Plan – Q4		
April 2020	May 2020	June 2, 2020
<p><i>No scheduled meeting</i></p> <p>Wed. 4/22/2020 Board & Committee Educational Gathering</p>	<p><i>No scheduled meeting</i></p> <p>Launch Board and Committee Self-Assessment</p>	<ul style="list-style-type: none"> - Review and Recommend all FY20 Committee Goals to Board - Review Proposed Advisory Committee and Committee Chair Assignments - Review Committees' progress against FY19 Goals - Confirm Self-Assessment Sent to District (from GC charter) - Finalize FY20 Master Calendar (for Board approval in June) - Assess ECH Board Structure

**EL CAMINO HOSPITAL
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: August 13, 2019
Subject: Roundtable Discussion

Purpose:

To review the effectiveness of the Committee's meeting.

Summary:

1. Situation: How effective was this meeting?
2. Authority: N/A
3. Background: We included an excerpt from the Governance Institute's "Elements of Governance" Series titled "Board Committees" in the Committee's February 6, 2018 packet. Committee Chair Fung asked that we include the questions posed in the "Committee Meeting Effectiveness Assessment Options" section for the Committee to discuss at the conclusion of the meeting.
4. Assessment: N/A
5. Other Reviews: N/A
6. Outcomes: N/A

List of Attachments: None.

Suggested Committee Discussion Questions:

1. Brief discussion topics: what worked well/should be repeated? What should be changed/added/deleted?
2. Were the meeting packet and agenda helpful?
3. Did key issues receive sufficient attention?
4. Did we spend the right amount of time on each issue?
5. Was there a significant amount of discussion (vs. presentation)?
6. Were discussions kept at the governance level?
7. Did all members participate fully?
8. Did we hold ourselves accountable to the rules of engagement?