

# A B O V E B O A R D



## GOVERNANCE



### We've Got to Stop Meeting Like This

#### Creating Board Agendas That Work

By Pamela R. Knecht

**Y**ou are sitting in the boardroom at the appointed time, waiting for the other half of the board to show up. The meeting finally starts 20 minutes later. You spend the next hour listening to senior managers give long, detailed reports. Another half-hour is wasted discussing the lack of parking. Only a few dominant board members and the CEO are talking. Most of the other trustees are trying to keep their mouths shut while yawning. You can't remember what the board was supposed to be deciding today, and a voice in your head is shouting, "I've got to get out of here!"

Does this sound like a board meeting you have attended recently? Most experts agree that two hours per month of board time is "wasted." Given that there are approximately 100,000 not-for-profit health care board members in the United States, that means millions of hours of board time are wasted every year.

#### Don't Be an Irresponsible Board Chairperson

Too many board chairs leave the effectiveness of their meetings up to chance. They believe they can show up with a brief agenda and rely on the CEO and management to do the rest. That is an irresponsible way of using very expensive resources—i.e., the board's time.

Preparation is critical for ensuring that boards are able to do their jobs well. Boards should be governing, not managing; overseeing, not doing. To achieve that, board members need to be informed, they need a fruitful forum for

discussion, and they need help in elevating that discussion to the right level.

#### Help the Board Prepare

One of the best tools board chairs can use to help their members arrive informed is the board preparation package. Remember that the main reason for this packet is to help trustees make informed decisions about important strategic and policy issues. If you provide too many specifics in the packet, the board will follow your lead and dive into questions that are overly detailed.

Here are some specific tips for creating useful board packets:

- Include the proposed meeting agenda (see the sample agenda on the opposite page).
- Prepare high-level summaries of the information to be discussed; do not merely copy existing management reports.
- Use graphic, dashboard-type reports of key indicators, such as financial status and clinical quality outcomes (see "Effective Boards: Working Smarter to Meet the Challenge," in the May 2000 *Trustee*).
- Add executive-level reports from each committee.
- Provide a proposed consent agenda (see below for an explanation).
- Send the packets out at least one full week before the meeting.

When determining what to include in the board packet, it's important to balance the need to keep the packet small with the need to include required meet-

ing information. Too much meeting time is wasted presenting materials that could have been provided earlier as background reading. On the other hand, make sure that all needed materials for each agenda discussion are included in the board meeting packet.

#### Create a Great Agenda

An excellent board packet alone will not guarantee a productive meeting. You must take the time to prepare a focused agenda. Such an agenda will:

- Help members prepare
- Send a message about the time to be devoted to each topic
- Provide a guide for running the meeting and staying on time
- Indicate the appropriate level of discussion on each issue
- Ensure that the discussion is focused

The chair should write a one-page agenda for a two-to-three-hour meeting (see sample). Each agenda item should include:

- The name of the meeting's presenter/facilitator
- An estimate of the time required for each discussion (add a buffer to each estimate since discussions rarely start and end exactly on time)
- The action being requested (e.g., informational; consent; decision; input)
- The location of the relevant background materials in the board packet

Since board members should be focused on strategic and policy-level issues, make sure that the majority of the meeting is reserved for those discussions. One way to save time for important discussions is to use a consent agenda covering the routine actions that require board approval (e.g., approving committee recommendations). Any board member can request that an item be moved off the consent agenda and opened for discussion. The items that

stay on the consent agenda are voted on together as a block, without any further discussion.

Once you have drafted the entire meeting agenda, go back through it and imagine having each discussion. If you do not honestly think you can fit all the potential discussions into the time you have available, delete some items.

**Be a Facilitator**

Once the board packets have been distributed, the board chair's next responsibility is to run a productive meeting. The most effective chairs are facilitators, not generals who control everything tightly. A facilitator introduces the topics, keeps the meeting on track, encourages appropriate participation by each member, manages conflicts, refocuses the group on the issues at hand, and ensures that the discussions are strategic. Here are some specific suggestions for facilitating a good meeting:

- Begin and end on time
- Start with a few quick, easy items to get the board rolling (e.g., introduce new members and guests; approve the agenda for this meeting)
- Discuss questions about the key indicator report
- Move to the substantive issues while the group is still fresh
- Allow time for committee chairs to highlight significant items in their reports or to ask for the board's approval of an item; remember, a board should trust the work of its committees, not rehash their discussions

**Discard Robert's Rules of Order**

Historically, boards have used *Robert's Rules of Order* to manage their deliberations and decision-making. It is the author's opinion that *Robert's Rules* are no longer an appropriate tool for running board meetings.

Although the *Rules* may still be needed when a very large group is convened (e.g., a town hall meeting) to keep order, they often cause a board to become rigid and formal. The *Rules* inhibit openness and the free flow of conversation that is needed to ensure that important topics are thoroughly discussed. Well-facilitated discussions and decision-making



**SAMPLE BOARD AGENDA**

Central Health System  
Board of Directors Meeting  
March 19, 2001

Time	Agenda Item	Presenter	Objective	Background Materials
5:00 PM	Welcome and Introductions	Board Chair	Information	None
5:05 PM	Approval of Agenda	Board Chair	Consent	Tab A
5:10 PM	Consent Agenda	Board Chair	Consent	Tab B
5:15 PM	Executive / Key Indicator Report	CEO	Oversight	Tab C
5:30 PM	Strategic Plan Input Session	Chair, Strategic Planning Committee	Input	Tab D
6:30 PM	Break			
6:40 PM	Acquisition of Physician Practice	Chair, Physician Committee	Decision	Tab E
7:20 PM	Meeting Evaluation	Board Chair	Input	Tab F
7:30 PM	Adjournment	Board Chair	Consent	None

processes are much more important than the stiff deliberations forced by *Robert's Rules of Order*.

**Learn from Successes and Mistakes**

In light of the board's responsibility to ensure its own effectiveness, many boards are now including time at the end of their meetings for a quick evaluation. The chair facilitates a brief discussion in which the members state what they thought went well and what they would like done differently at the next meeting. This information is included in the meeting minutes, and the chair uses the comments to help structure the next meeting.

**Conclusion**

Board meetings are most effective when the board is clear about its role as an oversight body; when it has received the

appropriate level of preparation material in a timely fashion; when its meetings are well-managed; and when its discussions are strategic, honest, and focused. Well-crafted preparation packages and agendas help boards do their work efficiently and effectively.

Board chairs who see their jobs as facilitators are the most successful because they get and keep their colleagues engaged in interesting, strategic-level discussions. If board meetings are well-run, trustees are more likely to stay (literally and figuratively) and be productive, energetic contributors. **T**

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