Trustee Insights

The Pathway Back to the Boardroom

Key considerations before returning to in-person meetings

BY KIMBERLY A. RUSSEL

The pandemic has had an impact on every aspect of our health care system. As leaders have resolutely continued to care for their communities in ever-changing conditions, the field has seen creativity and innovation in daily practice. Hospital and health system boards quickly implemented numerous changes so that essential governance functions continued without interruption.

As parts of the United States began "shutting down" in March 2020, many boards began to conduct business virtually for the first time. The field has derived new best practices — mainly through trial and error — for virtual board meetings. Although boards have perfected virtual meetings over the months, 2021 might be time for boards to consider returning to the boardroom with a new level of safety protocols.

Virtual Board Meeting Best Practices

CEOs and board members report that virtual board meetings are "getting better" as technical glitches are solved and as video and web conferencing interactions have permeated our personal and professional worlds. To maximize board meeting functionality, board leaders and CEOs critically examined — and often altered — the length and frequency of meetings. Virtual board meetings are typically shorter in duration due to screen fatigue and less group dialogue. Some boards with a prepandemic quarterly meeting schedule have transitioned

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to a monthly meeting schedule, allowing for shorter meetings.

Agendas have been reworked to accommodate pandemic-related decisions and strategies. Virtual board meetings have compelled boards to more effectively use the consent agenda for routine reports and other regular business items. This allows boards to use virtual meeting time for high-priority items, such as retooling the strategic plan to accommodate a vastly changed external environment, revising capital spending plans and considering new strategic partnerships.

CEOs and governance support

staff should count on spending more time to prepare for virtual board meetings. Culling the agenda and preparing succinct board packets and effective presentations for a virtual environment are time consuming. Successful CEOs have ramped up premeeting, one-on-one discussions with trustees — both to personally connect with each board member and provide additional context surrounding key issues. An accomplished health system CEO suggests calendaring a 30-minute phone call with each trustee several days after the board meeting for further exchange. CEOs also are developing salient board discussion questions to pair with each strategic agenda item.

The board chair must be clear about expectations for virtual board meeting conduct — such as full attention and participation from each board member, the importance of each participant using the camera throughout the meeting and maintaining an appropriate setting.

What CEOs Are Saying About Virtual Meetings

"We do not have the same richness of conversation at virtual meetings."

"Virtual meetings are overall less effective than face-to-face meetings."

"Our board members feel less connected because they are not physically inside the hospital for meetings."

"I have not been face to face with my board chair since March 2020. I miss our personal connection."

"There is not as much discussion compared to in-person meetings."

What Board Chairs Need to Ask

- Ask your CEO for a frank assessment of the effectiveness of the virtual board.
- Ask your CEO if the remote format has a positive, negative or neutral bearing on the board's strategic advisory role.
- Consider the size of your board: Is it too large for needed engagement in a virtual environment?
- How can you facilitate the most thoughtful strategic decision-making possible during this critical time for health care organizations?

Virtual Board Meeting Obstacles

Although boards have been resourceful and adaptable in the virtual environment, the remote setting presents ongoing concerns. Larger boards — more than eight to 10 members — can have difficulty with engagement and participation in a virtual setting. Board members who knew each other well and were accustomed to functioning as a team in the boardroom prior to the pandemic report a smoother transition to remote meetings.

However, there is valid concern about using a remote format to integrate new trustees who do not have preexisting relationships with current board members. Boards that are working to become more diverse are especially concerned about building inclusion with new members. ("Zoom cocktails will not be enough to assure inclusion," states one trustee.) The board member recruitment process also can be challenging in a virtual format: One health system board elected to extend all terms by one year so that recruitment of new trustees could be postponed.

Board chairs find meeting facilitation in a virtual environment much more difficult. Although board members are becoming familiar with the functions for chat, raising hand and instant polling, it is easier for the board chair to "read the room" in a face-to-face meeting. The meeting facilitation challenge is of particular concern for matters requiring deep strategic discussion and engagement from the full board. Several board chairs relate that they choose to be in the boardroom face to face with the C-suite staff for virtual board meetings to better manage the facilitation challenge.

CEOs report a noticeable decline in the level of vigorous strategic discussion at virtual board meetings. Well-informed debate and dialogue among a dedicated and diverse board will generate the best direction-setting for the organization and advice for the C-suite. Given the robust agendas facing health care organizations, hospitals and health systems need more, not less, spirited discussion from boards.

CEOs also note that virtual meetings have understandably become popular with some board members due to the time efficiencies of reduced travel and the comfort of working from a home office. One

CEO lamented, "I don't know if I will ever get them back in the boardroom again." Finally, the CEO is in a difficult position to reassure internal staff that the work environment is safe for employees while also explaining that board members have chosen not to be physically present on campus.

Board Meeting Considerations for In-person Meetings

- Consider inviting a hospital or health system physician with infectious disease expertise to address the board about safe meeting practices prior to reinstituting in-person meetings.
- Select a meeting room of appropriate size (which may not be the traditional boardroom) to allow for physical distancing. Additionally, share relevant air exchange and HVAC system information with the board prior to meeting in person.
- Institute a strict mask requirement.
- Allow remote participation for trustees with health concerns or other special circumstances.
- Provide a microphone for each meeting participant to improve hearing when speaking through a mask.
- Skip the meal. Organize the meeting to occur outside of the routine meal schedule.
- Continue the streamlined meeting techniques that were developed for virtual board meetings, to allow maximum time for discussing strategic matters.

Returning to the Boardroom

The pandemic has unquestionably demonstrated to our communities the vital importance of hospitals and health systems. Hospital and health system boards maintain the ultimate responsibility for this sacred mission. Health care organizations are at a crossroads: Many will experience new opportunities, while others struggle to survive. To optimize deliberation, debate and decision-making, boards may wish to consider returning to the boardroom with new safety protocols.

Naturally, each board and set of community circumstances are unique. Board leadership must recognize the sensitivity of the decision to reinstate face-to-face meetings. For national boards in which physical presence depends on commercial flights, in-person board meetings may not be feasible. For other boards, a hybrid solution in which meetings alternate between in person and virtual may be sufficient. Boards also should clarify their policies about virtual attendance for designated in-person meetings. Finally, boards may wish to relocate their meetings from the traditional boardroom to a larger conference room to allow for physical distancing.

Final Considerations

Boards should be commended for a quick move to a virtual environment in 2020. As the pandemic continues, trustees may not meet the traditional definition of "essential workers," but they certainly are essential to the ongoing strength of health care organizations. Hospitals have very capably implemented expanded

safety practices throughout the clinical environment. It is time for boards to carefully assess a thoughtfully planned return to in-person board meetings. There is no substitute for robust strategic deliberation in the boardroom, and face-to-face meetings facilitate the board's highest level of performance.

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