

# Kentucky Trustee

For Kentucky Hospital Governing Board Members

Winter 2019

## BOARDROOM BASICS

### In an Era of Change and Evolution, Young Leaders Bring New Ideas, Concepts, and Thinking

The keys to a successful and sustainable organization are rooted in a mission-driven focus, a sense of vitality, and the ability to look ahead and plan for continued success into the future. Who better to contribute energy, new perspectives, and a vested interest in the future than the next generation of leaders? Yet nearly 70 percent of hospital board members are between the ages 51 and 70, and if you add in those over 70, the percentage jumps to 80.<sup>1</sup> If your board is missing the diversity of age, you may also be missing the commitment, passion for service, and fresh thinking of your community's next generation of leaders. In addition to the benefits younger leaders can offer to your board, you may also be missing an opportunity to offer your community a valuable development experience for these future leaders.

**F**our generations are now represented in the work force, but not necessarily around the board table. If nearly seventy percent of hospital board members are over age 50, there's a good chance that generations X and Y (those born between 1965 and 2000) are probably not represented on your hospital's board. It's not because they aren't interested. Talented and educated young leaders are committed to not-for-profit work because of "its promise of meaningful work leading to social change." In a national study in which two-thirds of respondents were under the age of 40, nearly half the respondents indicated that their ideal next job would be in the nonprofit sector.<sup>2</sup> Instead, the skepticism

of current board members often keeps the next generation from serving as trustees.<sup>3</sup>

#### Why Gen X and Y Are Missing from the Board Room

In 2012, the Heckscher Foundation for Children released a board development grant request for proposals "to address the need for younger (next generation) board members for its grantees and other non-profits serving New York youth." In their release, the Foundation observed that boards are reluctant to bring on next generation leaders because:<sup>4</sup>

#### Defining the Generations

World War II	Born 1922—1945
Baby Boomers	Born 1946—1964
Generation X	Born 1965—1980
Generation Y	Born 1981—2000

- Next generation leaders lack financial resources, professional status, and the connections the board would like from its members;
- Next generation leaders require significant training; and
- Attracting and retaining next generation trustees is difficult when most board members are older.

Echoing the same reasons listed above, board members from other organizations often report an admitted bias to C-suite executives from the Baby Boomer generation when seeking to fill vacancies on their boards.<sup>3</sup> Yet the next generation is committed to contributing value to their

*(Continued on page 3)*



## PRESIDENT'S NOTEBOOK

In November of last year, I announced my retirement from the Kentucky Hospital Association after 24 years leading the organization. As we celebrate KHA's 90<sup>th</sup> anniversary of service to Kentucky's hospitals I want to thank each and every one of you who I have encountered during my career in health care. Working for the Kentucky Hospital Association has brought me immeasurable fulfillment and I'm proud to be a part of its history. After 24 happy and productive years, I will retire with memories to cherish for the rest of my life.



**Michael T. Rust**  
President

I am grateful for everyone who welcomed my family and helped make Kentucky our home. In my retirement, I look forward to visiting my oldest grandson at Notre Dame and taking my younger grandchildren for ice cream after school. I plan to travel with my wife Nancy who has been faithfully by my side throughout my career. I will continue to serve as a board member in my community as well as at my alma mater, Glenville State College.

I hope each of you will join me at the KHA Annual Convention in May to celebrate the Association's 90 years.

It has been an amazing journey, thank you all.

Sincerely,

Michael T. Rust, FACHE  
President  
Kentucky Hospital Association

## Governance Notebook

### Update Your Hospitals' Trustee List with KHA

We hope you are enjoying your complimentary subscription to *Kentucky Trustee*. Now is an excellent opportunity to check that the Kentucky Hospital Association has up-to-date records on your hospital board's membership. You and your colleagues will receive the latest trustee publications and invitations to education, governance, advocacy and networking events only if KHA has a list of names and contact information of your board.

Contact Tammy Wells at KHA to make sure your information is included.

### Save May 8-10, 2019, for the KHA 90<sup>th</sup> Annual Convention

KHA invites you to join your hospital chief executive officer and fellow hospital trustees at KHA's 90<sup>th</sup> Annual Convention, May 8-10, 2019, at The Lexington Center/Hyatt Regency Hotel. The 2019 Convention will include special events to celebrate the Association's 90 years of serving hospitals in Kentucky, so make sure you save the date.

### Do you have ideas for future issues of the *Kentucky Trustee*?

Our goal is to provide you with the information and knowledge you need to lead your hospitals forward in today's rapidly changing environment. Tell us what you think, and what you would like to see in future issues of the *Kentucky Trustee*.

#### Write or call:

Ginger Dreyer  
Kentucky Hospital Association  
2501 Nelson Miller Parkway  
Louisville, KY 40223  
502-426-6220 or 800-945-4542  
gdreyer@kyha.com

## Is Your Board Age Diverse?

With only 20 percent of hospital board members under the age of fifty, hospitals may be missing young leaders' passion for service, their energy and ambition, and their fresh ideas and perspectives of the future. If the board is not engaging these young leaders as trustees, hospitals are also missing the chance to contribute to the growth and experience of the next generation of leaders. If there are lingering doubts about the next generation's leadership ability, experience, and resources, consider *Fortune's* annual "40 Under 40", businesses' most influential young leaders.<sup>7</sup> The nation's top businesses are benefiting from the leadership of these young C-suite executives. And so is health care, as demonstrated by *Modern Healthcare's* annual "Up & Comers" recognition of health care management executives under age 40. Businesses both inside and outside of health care are recognizing the contribution of young executives and leaders to their success, but boards continue to lag in this area. With an eye on the future, consider these questions:

- How many generations are represented on the board? Are there three or even four generations?
- Are any of the current trustees from Generations X or Y?
- Does the board have a trustee succession plan? Does it include actions for building a pipeline of young trustee talent?
- What's keeping the board from seeking out and including younger members of the community as trustees? Are these barriers valid? What can the board do to overcome them and invest in the next generation of leaders?

(Continued from page 1)

community by giving their time, money, skills, and abilities. Despite skepticism and reluctance, ensuring a vital board now and into the future requires making a place for the next generation at the board table today and acknowledging that young leaders are also donors, volunteers, and active members of the hospital's community with a desire to contribute.

### The Importance of Including Young Leadership

Based on interviews with 50 not-for-profit executives, *BoardSource* reported four primary benefits derived from engaging Generations X and Y on not-for-profit boards.<sup>3</sup> The first is the passion that individuals from Generations X and Y have for the mission of not-for-profit organizations. Second, younger board members want to connect their passion with results. In his book *Y-Size Your Business*, Jason Dorsey also addresses the driving need Generation Y individuals have for understanding objectives and

achieving tangible outcomes.<sup>5</sup> Third, Gen X and Y want to contribute in meaningful ways. They are willing to invest their time, energy, and knowledge of technology, the Web, and social media to raise the organization's visibility and build new channels and networks of community support. Finally, younger trustees will have new ideas, perspectives, and approaches to offer. Not afraid to ask questions, their new ways of thinking should be embraced as an opportunity to add vibrancy and depth to board deliberations.

The health care landscape is one of rapid change and evolution. Hospital boards need a diverse mix of trustees who can bring together new ideas, concepts, and thinking that will help to propel their organizations forward.

### Traits for Success

Securing and retaining trustees of any age should begin with an investment in succession planning rather than trustee recruitment or appointment. By assessing the board's leadership strengths, weaknesses, and using the

hospital's strategic plan to define critical leadership requirements, the board can identify the skills, knowledge, and expertise it needs from new trustees. Beyond that, young trustee candidates should demonstrate a readiness to be active board participants and have the maturity and sense of accountability for the responsibilities they will assume as a trustee. They should possess enough confidence to speak up and engage collaboratively and constructively with other trustees in board discussions. The ability to analyze issues, formulate an opinion, and clearly articulate a position without defensiveness are characteristics that all trustees, young and old, should possess.

### Finding the Next Generation of Leaders

The most common means used by boards to recruit new board members is to simply ask for recommendations from current board members. The result is a gravitation to the familiar, recruiting friends and acquaintances that mirror one's self instead of drawing in younger individuals with leadership talent. But investing now in the effort it may take to recruit young talent to

(Continued on page 8)

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## GOVERNANCE INSIGHTS

# Critical Practices for Leadership Excellence

Peter Drucker defined effectiveness as “getting the right things done.”<sup>1</sup> Hospital governing boards do not become effective by chance. They get the right things done by purposefully designing and implementing governance practices that deliver the right results over the long-term.

**G**overning boards today face a variety of leadership challenges, including providing stability through the uncertainties of a changing health care environment, leading gains in quality and patient safety improvement, confronting workforce shortages, and striving to secure a sound future of community service. That’s just for starters. Boards of trustees will be successful in dealing with these and other issues if they understand and consistently put into practice the following critical aspects of leadership effectiveness.

## Critical practice #1: A single-minded focus and commitment to mission, vision, and values

An effective board ensures that the organization has clear, focused, and relevant mission, vision, and values statements. A compelling mission and a clear vision of the future align and unify the board, hospital leadership, medical staff, and employees in their efforts to carry out the organization’s mission and bring the vision to life. Mission, vision, and values statements should drive decision-making, strategies, objectives, and action plans. They should also be used to continually test board decisions by determining how the decisions strengthen the organization’s ability to fulfill its mission and achieve its vision.

## Critical practice #2: Ensuring a strategic roadmap to success

As today’s hospitals face growing competition from many directions, they must develop a solid “roadmap” for achieving their vision before moving

forward, or they may never reach the desired destination. Effective boards lead the development of strategic “roadmaps” to prepare their organization for future success, rather than waiting and reacting as events unfold.<sup>2</sup> Major changes clearly require regular review and analysis, but should not be drivers for the development of a plan. Instead, the board should develop the strategic plan through a careful analysis of internal and external environmental factors and lay out a course that will enable the organization to fulfill its mission and achieve its vision.<sup>2</sup>

## Critical practice #3: Driven by performance and results

Boards of trustees that maximize their effectiveness in the pursuit of governance excellence are serious about performance; they are results-driven. The insistence of consumers, congressional leaders, and regulating authorities for greater attention to and transparency in quality performance, cost, community benefit, and governance demands that boards focus their attention on high-impact activity and results if they want to improve the health of their community and ensure their organization’s success in a highly-competitive market. Pay-for-performance and value-based purchasing only increase the stakes. Organizations that fail to deliver strong results may not only lose market share, they may also receive lower

reimbursements at a time when margins for many are already razor-thin.

## Critical practice #4: Fiduciary fitness

Boards of trustees have a two-way responsibility: they must act both in the best interests of the hospital and for the communities the hospital serves. In these days of tenuous economic uncertainty and greater patient exposure to costs of care, it is particularly important for hospital governing boards to earn and keep public trust. In the handling of finances, the oversight of quality, patient care and safety, and the assessment of programs and services, governing boards can and must view their responsibilities through the lens of accountability to the people of the communities they serve.



## Critical practice #5: The pursuit of governance knowledge

Trustees cannot maximize their leadership effectiveness without continued growth in governance knowledge and engaged governance participation. Every new trustee should receive a comprehensive orientation about hospital operations, strategic challenges, governance responsibilities, and more, but education should not be confined to a one-time event.

*(Continued on page 5)*



(Continued from page 4)

“On-boarding” new trustees over the course of several months or a year will “fast-track” their depth of understanding, effectiveness, and readiness to make valued contributions to the board. Leading boards also commit to on-going renewal of their governance “knowledge bank.” Their governance education programs ensure that they have the knowledge, information, and understanding necessary to make the right decisions at the right time.

### Critical practice #6: Focus on getting the right things done

Effective boards understand that the conduct of their meetings can make or break their success. To ensure maximum meeting effectiveness and high-quality outcomes, effective boards follow six best practices:

- **Pre-meeting preparation.** Board packets, complete with agenda, previous meeting minutes, and board reports, are distributed well in advance of the meeting. Members study the materials and arrive prepared to discuss and deliberate the issues.
- **Great agendas.** Board agendas are prioritized to reflect the trends, strategic issues, and priorities driving organizational success. Consent agendas are used to quickly dispense of routine and “low or no discussion” matters, allowing the board to focus meeting time on high-level strategic discussions.
- **Respectful engagement.** Each member actively contributes to discussion, debate, and deliberation, listening carefully to the opinions of others, respectfully disagreeing when appropriate, and always maintaining focus on the mission to serve the hospital and community.
- **Skillful board chairs.** At the helm of the board meeting, a skillful board chair will maintain focus and attention on critical issues; ensure that all members have an opportunity to

express ideas and opinions; ensure thoughtful and timely decisions are reached; and maintain a high-level, forward-looking strategic direction for the board.

- **Evaluate performance.** Effective boards appraise and fine-tune their meeting effectiveness using brief evaluations prior to the adjournment of every meeting to pinpoint opportunities to strengthen their work.

### Critical practice #7: Motivating others to the cause

Effective leadership is more than simple authority. It is the opportunity for the board to motivate and influence others to work together to carry out the organization’s mission and make its vision a reality.

- **CEO Performance Motivation.** To ensure optimum CEO performance, the board and CEO must mutually agree on their respective roles and accountabilities, and commit to predefined CEO performance expectations that are tied to the mission, vision, and strategic objectives.
- **Workplace Culture.** Culture is the reflection of what the hospital values and is evident in everything it does. The board should set the tone for an organizational culture that expects and values excellence, and that has a strong ethical center, supporting it with resources that will stimulate the continual development of a high-quality workforce.
- **Medical Staff Alignment.** Physicians should be meaningfully involved in strategic discussions and decision-making. This requires effective communication to ensure that medical staff interests and needs are well understood. The result will be a board and medical staff that develop and share common goals and that pursue aligned interests.

### Critical practice #8: Raising the leadership bar

An effective board will hold itself to the same level of accountability it expects of others in the organization. A board self-assessment is an organized evaluation of board members’ satisfaction with all aspects of board performance in fulfilling the board’s governance responsibilities. Through an effective, well-developed board self-assessment process, board growth opportunities can be realized, governance education topics can be targeted, recruitment of new trustees can be undertaken with increased confidence, and long-range planning can be conducted with everybody on the same page.

### Critical practice #9: Ensuring stability in leadership succession

Truly effective boards have thoughtful, ongoing succession processes for the CEO, key executives, and members of the board. The board’s challenge is to anticipate future needs and opportunities and ensure that the next chief executive possesses and/or can develop the tools necessary to be successful. Identifying future challenges, opportunities and priorities, analyzing market trends, and thinking through potential growth and development scenarios for the future enables the board to craft a clear picture of the type of individual best suited to carry out future leadership responsibilities. Using a similar process, the board should assess its own leadership needs that may be addressed through a targeted governance succession process. Effective boards will seek highly qualified candidates that are, or can become experts in the practice of governance, are free of conflicts of interest, and are able to meet the demands of time and energy required of trustees to ensure effective board leadership.

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## LEADERSHIP PERSPECTIVES

## Are Your New Trustees Ready for Their First Board Meeting?

As health care complexity continues to increase, so does the work of health care boards. Trustees must address new payment systems and changes in revenue, mergers, acquisitions and new partnerships, heightened oversight of quality and safety, new and different market competition, advancing technology, pressures to reduce costs and improve efficiency, and more. Passing knowledge and general awareness are not enough to keep new trustees from becoming lost in board deliberations about unfamiliar topics that are peppered with unfamiliar acronyms.

**T**rustees are fully accountable for their decisions and fulfillment of their fiduciary duties beginning with day one of their board term. Yet many will admit it takes at least one, if not two or more years for most trustees to truly gain the depth of knowledge and understanding needed to be an effective board member. Despite the challenge, many trustees are thrust into board service with insufficient orientation and little or no ongoing governance education. Even organizations with sound orientation programs in place may need to reconsider how to best prepare new trustees for the work and responsibilities of today's board.

A comprehensive orientation and ongoing board education are essential contributors to each trustee's ability to fulfill their governance responsibilities and fiduciary duties to the organization. A new trustee orientation should be thought of as an

onboarding process that spans a trustee's first year of board service. It needs to be a process that, when thoughtfully designed, will speed up the trustee's depth of understanding, effectiveness, and readiness to make valued contributions to the board.

### Providing the Fundamentals

The first step in an effective onboarding process should happen before an individual is even asked to accept an invitation to serve on the board. Trustee candidates should receive a written description of board and trustee roles and responsibilities, including a realistic set of expectations to ensure they have a clear understanding of the accountabilities they will be assuming and a readiness to commit the time required to carry out those responsibilities.

Once on board, the next step in the onboarding process is to give new trustees an introduction to the organization and a deeper understanding of the board and individual trustees' roles and responsibilities. This step in the process should take place before the new trustee's first board meeting and typically includes the areas outlined below.

**A broad overview.** An initial orientation session should give new trustees a broad, high-level understanding of the organization, the health care environment, and

the issues they will be expected to address as board members. The board chair, Chief Executive Officer (CEO), Chief Finance Officer (CFO), Chief Medical Officer (CMO), and other hospital leaders should share the responsibility for presenting and discussing key topics. These include, but are not limited to, the overall governance structure and responsibilities, the organizational structure, mission and goals and service areas, financial information and key financial indicators, and the medical staff and quality of care.

Allowing time for questions and discussion not only gives leaders direction for subsequent onboarding sessions and governance education, but also promotes collegiality between new trustees and existing leaders.

### *A tour of the hospital or health system.*

The CEO and board chair should conduct a tour of the organization with new trustees prior to the trustees' first board meeting. Where possible, visits should include an introduction to the Chief Officer or Director of each area, with adequate time for a high-level overview of the area. For large health systems with multiple sites, a virtual tour, web meetings, and profiles of each site can be useful in giving trustees a "nearly first-hand" introduction.

**A "fast facts" summary.** Help trustees "fast forward" their learning with a one or two-page executive summary of key facts presented in bullet point format.

**A governance manual.** A well-done manual, whether provided in print format or electronic, gives new trustees a valuable resource for information about the organization and the board and serves as a reference for all trustees throughout their terms of service. The contents of a comprehensive manual should include:

- Information about the hospital or health system, including, but not limited to, its mission, vision and values, history, facilities description, programs and services, medical staff, and foundation;

(Continued on page 7)



## Is Your New Trustee Board Meeting Ready?

While the onboarding and learning process will continue for new trustees, early orientation sessions should prepare new trustees to answer the following questions:

- How has the ACA changed health care delivery and spurred health care transformation? What other trends are at work in the health care environment?
- What implications do market forces and competitive trends have for the hospital or health system?
- What are the most critical health needs identified in the hospital or health system's most recent community health needs assessment? What social determinants of health are most pressing? How does the organization's strategic plan address those needs?
- What comprises the organization's payer mix and has the payer mix changed since passage of the ACA? How are reimbursement levels impacting the organization's financial status?
- What is the organization's financial status, including operational margins and margins from its lines of business?
- What is the organization's quality performance? What are the organization's key quality and patient safety initiatives?
- What are the three most critical issues confronting the board in the next year? What are the key initiatives and goals of the organization's strategic plan? Are these aligned?

(Continued from page 6)

- Governing documents, including board bylaws, policies and procedures, a statement of fiduciary duties, and the conflict of interest disclosure statement;
- Organizational documents, including a copy of the strategic plan, community health needs assessment, annual report and Form 990 filing, and accreditation reports;
- Financial and quality information;
- A list of board members and executive staff with contact information, board committees, and meeting schedules; and
- A glossary of acronyms and health care terms.

**A mentor.** Mentors play a key role in welcoming a new trustee to the board. They can be instrumental in advancing a new trustee's knowledge and understanding of key issues by reviewing agendas with new trustees prior to board meetings and explaining the significance and nuances of important issues, making time to follow-up with new trustees after board meetings, and introducing new trustees to other board members and executives, drawing them into the board "community" and ensuring their engagement.

## Beyond the Basics

Many organizations limit their orientation program to just the fundamentals, but as hospitals and health systems integrate, establish new partnerships, and continue to transform, there is increasing recognition that boards must advance the experience, expertise, and knowledge needed by trustees to successfully govern developing health care systems. Governing boards must be able to make sense out of very complex issues and ask probing, insightful questions. To prepare new trustees for the work ahead, the orientation program should be extended to include more in-depth sessions that address specific educational areas.

**The Patient Protection and Affordable Care Act (ACA).** Individuals entering trusteeship from outside health care may not realize the transformation the ACA has set in motion. Judging by media and political attention, many believe it's only about insurance coverage. Before new trustees can fully grasp the issues, opportunities, and decisions confronting health care boards, they need to understand the changes brought by the ACA. These include, but are not limited to, the shift from a fee-for-service payment system to one based on value (cost and quality), payment reforms such as readmissions penalties, bundled payments and Accountable Care Organizations (ACOs), measures of quality and patient

satisfaction, continuity of care, community health needs assessments, and electronic health records.

## Health care trends and forces for change.

An awareness and understanding of the trends and forces at work are important factors in strategic assessments, planning, and decision-making. These trends and forces will ultimately shape the future of health care. Trustees must understand what is driving health care transformation, the increase in hospital and health system mergers and acquisitions, changes in payment, pressures for transparency, workforce shortages, technology advancements, and more.

**Quality and patient safety.** Gaining an understanding of clinical issues is a particular challenge for laypersons. Yet in a health care system focused on transforming to value-based care, managing population health, enhancing patient safety, and delivering the highest quality of patient-centered care, it's imperative that new trustees gain understanding and appreciation for the principles, key performance indicators, and critical importance of quality and patient safety.

## The market environment and competition.

Trustees should review pertinent demographic, market, and competitive information. These are key factors in fulfilling the board's mission and in critical decisions the board will make.

**The political environment.** New trustees should be informed of key political relationships or concerns with implications for the hospital or health system. The role of politics may vary by state, community, and hospital ownership—for example, trustees should know their state's position on Medicaid or any political pressure for hospital taxation.

## Fast-Track Board Readiness

Successful trustee orientation and education programs commit to onboarding new trustees, not just orienting them. The return on investment in developing a comprehensive, written onboarding program is found in the fast-tracked readiness of new trustees as well-informed, contributing, and valued board members.



(Continued from page 3)

the board will define the hospital's leadership succession and success for years to come.

Hospital boards can start by looking at organizations that employ and/or interact with the talent pool of young leaders. Ask the administrators of agencies and organizations that serve younger populations to recommend responsible, confident, and talented young individuals. Organizations to approach might include the Chamber of Commerce, local alumni associations, youth advisory councils, Rotary, AmeriCorps, faith-based organizations, and young professionals associations.<sup>6,3</sup>

### Bringing Young Leaders on Board

Investing in governance succession planning is a critical component to creating a pipeline of well-prepared young leaders. Consider sponsoring or co-sponsoring a board training program for your community to ensure that not only the hospital's board, but also the community's other not-for-profit organizations have a growing pool of trained board

candidates ready for service. Share with participants the benefits of board service, educate them about the responsibilities of board members, and highlight the need for their leadership skills. Nurture and evaluate the "board readiness" of emerging young leaders by inviting them to serve on task forces or committees, and continue building their board readiness with a strong orientation program. Many new trustees, not just the young, arrive on the board with little or no prior board or health care expertise. A strong orientation program

and warm welcome is critical to their successful service on the board.

Take orientation to the next level by linking experienced board members as mentors with new trustees. As a mentor, an experienced board member has the opportunity to offer a new trustee support, background information and insights, recap critical issues, and identify subtle nuances. Mentors that successfully engage new trustees can also help prevent potential feelings of isolation that new and particularly younger board members might experience.

### Ensuring Intergenerational Success

Generational differences, perspectives, and experience all have the potential to create challenges for effective board operations. The first step to avoiding or preventing problems is to ensure that diversifying the age of board members is a sincere and not

token effort. Early identification of opportunities for new trustees' engagement and participation in the work of the board is important. An attentive board chair can create opportunities for young trustees to voice their opinions without putting them "on the spot" by asking all board members to express their thoughts and viewpoints on key issues in "round robin" discussions.

No one, young or tenured, should discount the value of fresh perspectives and new ideas that younger trustees can offer. For their part, younger trustees must also give credence to the concerns and experience of



more seasoned trustees. All trustees will need to recognize, respect, and account for the fact that each age cohort may have a different communication style and varying comfort levels with the use of technology. As with any endeavor, positive communication, attentive listening, and mutual respect among trustees are foundational to success.

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