



Best Governance Practices of High Performing Nonprofit Hospital Systems

Presented By

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Agenda

Introductions

Panel Discussion

- Background & Purpose of Governance Survey
- Overview of Best Governance Practices of High-performing Hospital Systems
- University of Maryland Medical System: One System's Governance Journey

Q&A

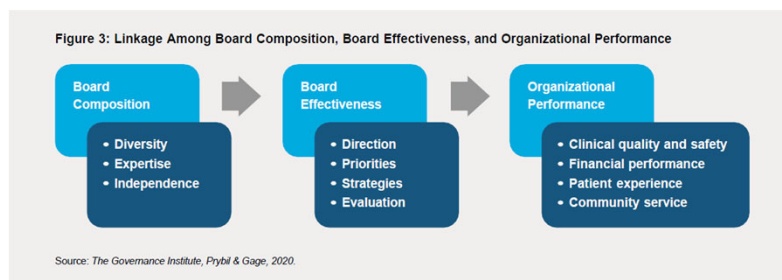


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Background and Purpose of Governance Survey

- Update of 2015 “best practices” survey commissioned by the Henry Ford Health System
- Criteria for selection of participating systems
- Survey design & literature search
- Follow-up interviews
- Sponsorship by The Governance Institute

Linkage Between Governance and Organizational Performance



2024 Survey Participants

- | | | |
|---|----------------------------------|--|
| 1. Baylor Scott & White Health | 8. MemorialCare Health System | 14. Tufts Medicine |
| 2. Baystate Health | 9. Northwell Health | 15. UChicago Medicine |
| 3. BJC HealthCare | 10. Northwestern Medicine | 16. University of Kentucky - UK HealthCare and UK King's Daughters |
| 4. Brown University Health | 11. Providence St. Joseph Health | 17. University of Maryland Medical System (UMMS) |
| 5. CommonSpirit Health | 12. SSM Health | |
| 6. Henry Ford Health | 13. Stanford Health Care | |
| 7. Intermountain Health | | |

**Systems labeled in bold participated in the 2015–2016 survey*



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Key Characteristics of Survey Participants (2015 to 2024)

- From 241 hospitals to 375
- From \$77B net revenues to \$155B
- Over 100,000 physicians in 2024
- Wide range of System Subsidiaries:
 - Health plans
 - Physician organizations
 - Primary and ambulatory care
 - Long term care facilities
 - Home health care
 - Specialty centers
 - Pharmacies
 - Behavioral health

Interview Insights: The 17 systems were asked to categorize their structure and that of their boards. Nine systems elected to characterize themselves as “a fully integrated, multi-faceted health system”, while the other eight described themselves as “a hospital system with other components”



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Key Characteristics & Best Practices Overview of Survey Results

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20 Governance Topics Organized into Five Major Domains

1	2	3	4	5
Selecting the Right System Board	Effectiveness in Conducting the Work of the Board	Governance of Subsidiaries and Affiliates	Measuring and Improving Board Performance	Making Effective Use of Board Members Time and Experience



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Domain 1: Selecting the Right System Board

- Size
- Set terms and term limits
- Succession planning
- Use Governance or nominating standing committee

Best Practices: System Boards have continued to shrink. Current best practice appears to point to an ideal system board size of 11-18 members

Interview Insights: “We place a large premium on identifying individuals, regardless of their specific background, who have successfully navigated and managed the relationship between corporate leadership and an effective governing board”



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Domain 1: Selecting the Right System Board

Composition:

- Use a skills & capabilities matrix to identify gaps
- Take into account the importance of “21st century” professions

Best Practices: In recruiting board members, high performing systems build in a coherent transition and succession process so future trustees are identified and groomed for leadership

Literature Search: Examples of New Skillsets:

- Artificial intelligence
- Enterprise risk management
- Cybersecurity
- Digital health and telehealth
- Epidemiology
- Population health
- Operational improvement (Lean, Six Sigma)
- Social media communication
- Robotics
- Nanotechnology
- “Big Data”



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Domain 1: Selecting the Right System Board

Composition:

- Physician directors
- Ex-officio directors
- National experts

Literature Search: “Non-profit hospitals out-perform their private sector counterparts in terms of overall profitability when doctor involvement in governance roles is higher”

Interview Insights: “We have no doctors on our board because we have 5,000 physicians and we had trouble early on—they couldn’t drop their constituency point of view”

Interview Insights: “We have over a dozen ex officio board members. It is sometimes a struggle to keep discussion of fiduciary duties alive in the boardroom”



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Domain 1: Selecting the Right System Board

- Limit reliance on “old friend” networks
- Use professional recruiters
- Consider compensating directors

Interview Insights: “Challenges for board member recruitment and education lie in our diversified portfolio, not regional variation. Board members with financial backgrounds don’t necessarily understand health care finance, and complexity grows when you consider subsidiaries and other business units”



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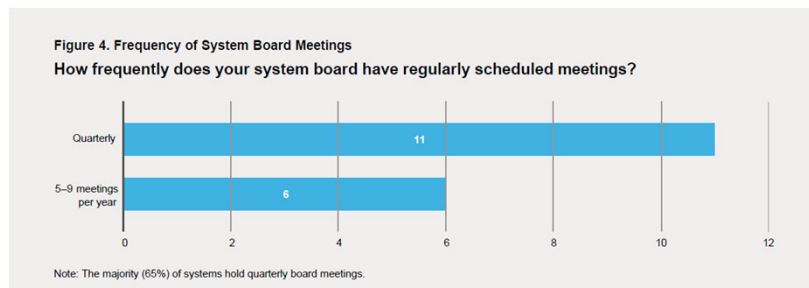
Domain 2: Effectiveness in Conducting the Work of the Board

- Frequency & length of board meetings
- Streamline meeting agendas

Best Practices: 11 of the 17 systems surveyed report meeting quarterly. The remaining 6 systems meet 5 to 9 times per year. 8 meet for a full day or longer, 8 meet for 2 to 4 hours, and only 1 meets for two hours or less. 12 systems use a consent agenda to enable board members to focus on important agenda items. There is a clear trend toward fewer but longer meetings and coordinating committee and full board meetings to maximize effective use of member time.

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Frequency of System Board Meetings



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Domain 2: Effectiveness in Conducting the Work of the Board

- Read-ahead materials (the “board book”)
- Dedicated board staff support
- Effective use of committees
- Limit role of executive committee
- Executive sessions

Interview Insights: “Historically meetings were 85% presentation. In the last two years, we put more information into pre-read materials, and we now operate with the principal that only 25-33% of each meeting should be presentation, and no more than six slides per presentation”

Standing Committees

Figure 6. Standing Committees

System Committees	Count
Audit and Compliance	17
Finance and Investments	17
Governance/Nominating	17
Executive	15
Patient Care Quality and Safety	15
Executive Compensation	14
Other	9
Credentialing	6
System Strategy and Planning	4
Community Benefit Finance	3
Strategic Planning	2
Board Education and Development	0

Note: Board education is part of the charter of most governance/nominating committees.

Domain 3: Governance of Subsidiaries and Affiliates

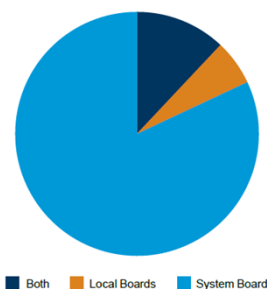
- Fiduciary vs. advisory governance of hospitals
- Legacy governance following mergers or acquisitions
- Other subsidiaries

- **Interview Insights:** “We have about 250+ subsidiary companies and over 50% of our revenue is earned outside of hospitals. As a consequence, we have had to balance fiduciary oversight with agility in decision making and execution of strategy”
- **Interview Insights:** “Following a major merger five years ago, we now only have only two members left of the legacy boards: the current Chair and Chair of the Quality Committee”

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Fiduciary Authority of System & Subsidiary Boards

Figure 9. Authority of Boards



Note: Aggregate of Responses on Authority by Function, System, vs. Local Board

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Domain 4: Measuring and Improving Board Performance

- Onboarding new members/officers
- Board education
- Evaluation of board performance
- Goal-setting and evaluation of management

Interview Insights: “Every meeting now has an educational component about strategic issues that the organization will have to confront in the years ahead. These sessions are rooted in values that contribute to life-long learning, as many health-based jobs require...it is not just the words but following through on our actions to establish a healthy culture.”



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Domain 5: Making Effective Use of Board Members Time and Experience

- How does the board spend its time?
 - Budget and Finance
 - Quality and Patient Satisfaction
 - Strategic Planning
 - Other
- Understanding the difference between governance and management

Interview Insights: “The general rule to guide an effective board in working with management is “noses in, fingers out.”



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Agendas / Content of System Board Meetings

Figure 12. Agendas/Content of System Board Meetings

Board Topic	Less than 10%	10 to 25%	25 to 50%	More than 50%
Financial performance	1	4	9	3
Strategic growth and competition	0	6	9	2
Operational performance	3	6	6	2
Quality and patient satisfaction	0	14	1	2
All other subjects	4	6	1	2
Payment and delivery system reforms	8	6	2	0

Figure 13. Agendas/Content of System Board Meetings

Board Topic	Average Percentage
Financial performance	38%
Strategic growth and competition	35%
Operational performance	29%
Quality and patient satisfaction	25%
All other subjects	24%
Payment and delivery system reforms	14%

Note: Over the past two years, systems spent the most time discussing financial performance (38%) and strategic growth and competition (35%). Less emphasis was placed on payment and delivery system reforms (14%). Average Percentage: Estimated based on mid-points of response ranges.



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University of Maryland Medical System's Governance Journey



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UMMS: One System's Governance Journey

- University of Maryland Medical System (UMMS) was created by statute in 1984 as a private, nonprofit corporation focused on serving the health care needs of Maryland.
- UMMS consists of 11 hospitals, ~2,500 licensed beds, 29,000 team members, and 5,500 active medical staff members.
- Enabling legislation dictates various aspects of governance, including size and composition of the Board. Directors are appointed by the Governor of Maryland with the advice and consent of the Senate.
- Between 22 and 25 voting directors, plus 6 nonvoting ex officio directors.
- Hospitals all have boards of directors with areas of delegated authority and responsibility – UMMS retains approval and initiation rights



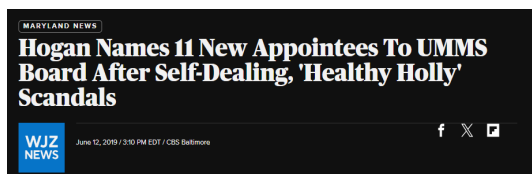
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UMMS Governance Journey

- UMMS Board of Directors Reconstituted in 2019

[Bad Governance: How to Fix It \(or Better Still, How to Avoid It\)](#)

By Larry S. Gage, Senior Counsel, Alston & Bird LLP, and Senior Advisor, Alvarez & Marsal, Inc.



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Governance: Starting with the Basics

- Orientation
- Ongoing Education
 - 101 Series: Fiduciary Basics, About the Corporation, Competitive Landscape
- Board Governance Policies
 - Code of Ethics
 - Policies re: Director Conduct (e.g., Confidentiality, Conflicts of Interest, Director Engagement)
 - Policies re: Oversight of Management (e.g., Lines of Authority, Oversight of Corporate Compliance)
- Delegations of Authority: Committee Charters
 - Wholesale vertical and horizontal review
- Board Self-Assessment and Work Plans
 - Understand, measure, and improve board performance
 - Meeting frequency and efficacy, more strategic discussion, leveraging strong committees



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Governance: Aiming for Best in Class

- Orientation
 - Consistency across all Boards, including subsidiaries
- Ongoing Education
 - 201 Series: creation of board education subcommittee, advanced governance topics (e.g., Marchand, bond markets), multi-modal educational opportunities (retreats, during meetings, podcasts, written materials)
- Board Governance Policies
 - Iterative process – learn from others (e.g., Outside Activities of Senior Management re: Nabel, Brigham, Moderna)
- Delegations of Authority: Role Clarity with Hospital Boards
 - Created Governance Authorities Matrix - illustrative roadmap to promote the alignment, role clarity, and partnership required to deliver high-quality care
- Board Assessment and Work Plans
 - Understand, measure, and improve board performance – external assessments, peer comparators, sharing best practices



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Governance: Ongoing Areas of Focus

- Leveraging Size and Scale
 - Consistency across all Boards, including subsidiaries
- Purposeful Director Recruitment
- Board Leadership Succession Planning
- Meeting Efficacy
 - Achieving Generative and Strategic Governance
 - Streamline meeting agendas, improve the board book, listen to Director feedback



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Additional Resources for AHLA Members

- “Meeting the Challenges of the Future”, excerpt from Alston & Bird Governance Survey Report
- Link to Alston & Bird Governance Survey Report
- Excerpts from “Bad Governance”. presentation by Larry Gage to The Governance Institute Leadership Conference, January 2020
- Select References from Literature Search
- Faculty Biographies



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Meeting the Challenges of the Future

In our one departure from the 2015 survey, we asked health systems to estimate whether their boards had “substantial,” “moderate,” or “little or no” engagement with the following issues in the last two years:

- COVID-19 pandemic
- Rising costs of supplies and equipment
- Supply chain disruptions
- Rising costs of traveling nurses and other temporary staff
- Rising costs of non-clinical employee wages
- Recruitment, turnover, burnout of nurses
- Recruitment, turnover, burnout of doctors and other clinical staff
- Impact of climate change
- Changes in Medicare and Medicaid reimbursement
- Negotiations with private insurers
- Substance abuse/opioid epidemic
- Access to behavioral health services
- Cyber-security
- Regulatory compliance
- Enterprise risk management
- Telehealth
- Hospital workplace violence and harassment



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Meeting the Challenges of the Future

- All surveyed systems, in aggregate, spent significantly more time engaging with issues related to staff recruitment, burnout and costs for nurses, doctors and nonclinical employees.
- 4 of the 9 topics which averaged close to “substantial” engagement reflected concerns about staff.
- The other 5 high-engagement topics were (1) rising costs of supplies and equipment, (2) supply chain disruptions, (3) cyber-security, (4) changes in Medicare and Medicaid reimbursement, and (5) the pandemic.
- The topics receiving the lowest engagement scores were (1) telehealth, (2) hospital workplace violence and harassment, (3) negotiations with private insurers, (4) substance abuse/opioid epidemic, and (5) impact of system on climate change.

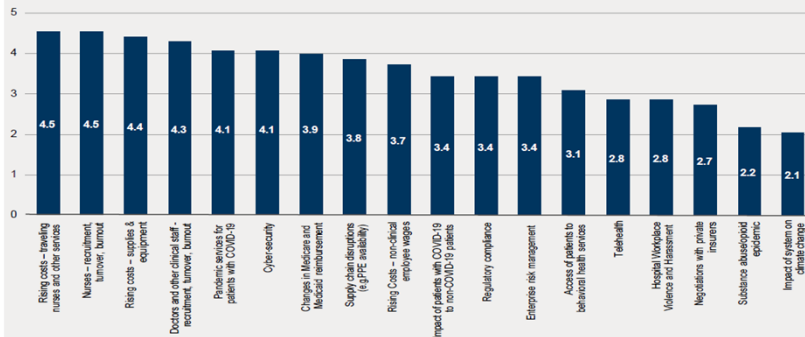


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Time Spent on Future Challenges

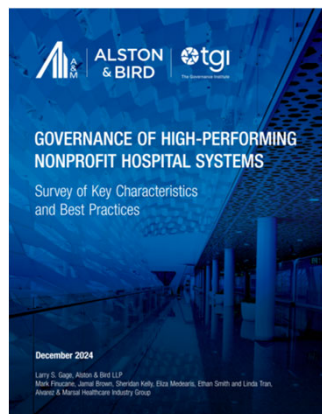
Figure 14. Time Spent on System Board Topics

Please estimate how much time your System board has spent per year (or in the past two years) engaging in each of the following subjects.



Note: On average, all systems dedicated more time to discussing COVID-19 impacts, rising costs/supply chain disruptions, and workforce recruitment and turnover as compared to other topics. Legend: (1 = little or no engagement, 3 = moderate engagement, 5 = substantial engagement).

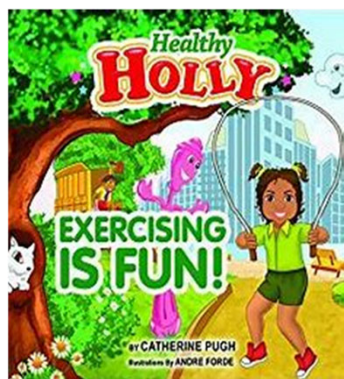
Download Updated Governance Report



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<https://www.alston.com/en/insights/news/2024/1/2/governance-of-nonprofit-hospital-systems>



Excerpts From
BAD GOVERNANCE PRACTICES
 How to Identify Them (& How to Correct Them)

Larry S. Gage
 Senior Counsel, Alston & Bird LLP

*Prepared for The Governance Institute
 Leadership Conference|January 21, 2020*



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Characteristics of Bad Governance

- Meetings are scripted, detailed and focus on minutiae.
- Conversation is dominated by a few individuals.
- Unclear or conflicting strategic priorities – too many may be worse than none.
- Too many constituency-based trustees.
- Too many ex officio trustees.
- Board is disconnected from the executive team and medical staff.
- Board information is too little or too much, provided without focus and often too late.
- Board members cross the line between governance and management.
- Personal agendas are often played out.
- Lack of appreciation by management.
- Board has difficulty acting as one body.
- Members elected based on social status or political connections rather than skills.
- Lack of creativity: "We do it this way because we have always done it this way."



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What is Effective Governance?

- Board's only focus is on the hospital/health system it governs.
- Board members have fiduciary duty to hospital/health system.
- Board members do not serve on board to protect external interests.
- Ongoing board education is essential.
- Board is in partnership with (does not substitute for) effective management.
- Board members are willing to work, through committees as well as full Board.
- Board members should be enthusiastic advocates in the broader community for strategies and initiatives that are approved by board and management.
- Prohibition on sole-source contracting with any board member without full disclosure and approval by board.
- Requirements for the recusal of non-independent board members from certain deliberations and decision-making activities.
- Process for handling alleged violations of the conflict-of-interest (COI) policy.
- Board as a whole should have range of skills and experience best suited to addressing the needs of the hospital/health system.



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Guarding Against Bad Governance: What Immediate Steps Can Boards Take?

- Evaluate your current conflict-of-interest and ethics policies, as applied to both the board and senior management; when were these policies adopted? Do they need updating?
- This review should include the procurement and open records requirements of the relevant government entity, in addition to the board's own policies.
- Conduct an inventory of all hospital or system contracts or other relationships that benefit, or relate in any way to, board members and/or their businesses and immediate family.
- Determine whether those contracts have been approved by counsel and the board with sufficient transparency and accountability under the board's conflict-of-interest policies.
- Take appropriate remedial action if necessary, including submitting them to the board for approval or—in extreme cases—terminating the contracts or putting them out for public bid.
- If you do not already do so, conduct an evaluation of the board's activities, effectiveness, and culture—look in particular at the possibility that some board members may have significantly more influence and power than others, including access to management.
- Consider taking appropriate steps with regard to board members who routinely fail to check their personal agendas at the boardroom door or insist on engaging in disruptive behavior.



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