

# BoardBrief

Knowledge Resources for Governing Effectiveness

## Succession Planning Today for Tomorrow's Trustee Leaders

High performance governance in today's environment is critical. Every board member must clearly understand and be capable of carrying out his or her responsibilities at the highest level of governance performance. Recruiting new trustees to serve on your board is every bit as important as CEO recruitment. How well boards plan and execute this vital process defines the hospital or health system's leadership success for years to come.

**T**he importance of governance succession planning is growing as health care organizations and their governing boards face increased pressure for high performance, transparency and accountability in a field undergoing significant change. The board should be composed of individuals who display a diversity of opinions and independent thought and actions. Trustees should have demonstrated achievement in their career field and possess the intelligence, education, and experience to make significant contributions to governance. They should also possess the personal attributes that will contribute to sound working relationships with other board members and the executive staff. Instead of a board composition that is simply representational, boards of trustees should seek to develop a composition that also reflects the overarching experience and expertise needed to successfully govern in today's era of transformation.

Boards of trustees should be asking themselves: "When current trustees' terms end, who will replace them? Where will we find highly qualified board members who are "experts" in the areas of governance in which we need the most help, who are free of potential conflicts of interest, and who are able to meet the required time and energy commitment?"

Governance succession planning is the key to not only filling an empty seat on the board, but to strengthening board and organizational performance. By regularly assessing the board's leadership strengths and weaknesses, and using the hospital's strategic plan to define critical future leadership requirements, a board can identify governance "gaps" that can be closed through targeted trustee recruitment.

A trustee succession plan should be developed to recruit trustees that meet the specific governance needs. These "gaps" will be different for each board and organization; while one board may need increased diversity another may seek greater clinical expertise or an improved balance between visionary, "big picture" thinkers and more practical, shorter-term thinkers.

### Increased Trustee Demands

Boards of health care organizations govern highly complex organizations. The nature of hospitals requires trustees to engage in ongoing education, time-consuming individual preparation for board and committee meetings, and attendance at trustee conferences and other educational and governance development events.

According to the Governance Institute, La Jolla, CA, board members spend an average of 20 hours per year on health care

### Key Factors to Consider When Recruiting

- Recruit trustees with the skills that will best complement the hospital's future strategic needs.
- Select trustees who have the passion and time to be committed to the organization's mission.
- Seek candidates who have experience working with both corporate and not-for-profit boards.
- Ensure a commitment to the organization, experience as a trustee, and a willingness to learn about health care issues and trends.<sup>4</sup>

## Breaking Barriers to Board Diversity

- **The just-like-me syndrome.** Too often nonprofit boards look for candidates similar to themselves in their career positions or education. The result is either outright failure, if no willing or suitable candidates can be found in the narrow segments that are searched, or a superficial increase in diversity that neglects diversity of ideas and experiences.
- **Ineffective nominating procedures.** Board members are typically drawn exclusively from the local community, and recruitment can be hampered by the limited scope of contacts and life experiences of the existing board members, who often act as the primary board recruiters. To achieve a broader perspective, boards should consider expanding recruitment of trustees to qualified individuals outside of the area.
- **Inflexible board membership requirements.** Overly strict criteria for board membership can be counterproductive. Eliminate requirements for recruiting individuals that represent specific constituencies or occupations (unless, for example, you seek a financial "expert" for your audit committee). Look instead for the very best thinkers and leaders.<sup>16</sup>

education. In addition, the average board member spends between 120 – 200 hours annually preparing for and participating in board and committee meetings and conducting other board activities.<sup>2</sup> An average of 150 hours alone is the equivalent of nearly 20 additional work days in one year. Many hospitals are challenged to find trustees who not only meet specific board leadership requirements, but who are also willing to commit a significant amount of time to fulfill their growing responsibilities and accountabilities.

## Recruiting the Right Trustees

Properly identifying, assessing and successfully recruiting a new trustee involves several steps. Boards should begin by conducting a comprehensive governance self-assessment to determine where they may have potential leadership "gaps," either now or in the future. After identifying specific characteristics and skills sets desired, the board should seek out and talk with a variety of candidates who may meet their board service requirements. Once a new trustee is selected, orientation and ongoing education is critical to ensuring trustee success in providing strong and effective leadership to the hospital on behalf of the community.

**Identifying Leadership Gaps.** In order to gauge leadership strengths and weaknesses, boards of trustees should conduct an annual board self-assessment. A comprehensive, meaningful self-assessment includes ratings of leadership

performance in a broad range of areas. Each area should include several positively worded statements about the board's performance; trustees should rate the board's performance in each statement, and each broad area should be followed with one simple question: "How can the board improve its performance in this area"? The assessment should also include a section in which trustees evaluate their personal performance in several areas of leadership effectiveness. Broad areas of board performance to be evaluated may include:

- Observing fiduciary duties and adhering to organizational ethics;
- Ensuring attainment of the mission, vision and values;
- Defining a purposeful strategic direction;
- Ensuring quality and patient safety;
- Providing sound financial leadership;
- Building strong relationships with the CEO;
- Building and sustaining community relationships;
- Building strong relationships with the medical staff;
- Ensuring improvements in community health;
- Ensuring a sound leadership structure and governance processes;
- Commitment to governance education and knowledge; and
- Demonstration of leadership excellence.

Once board strengths and weaknesses, leadership challenges and future leadership needs have been identified, the board can then develop a list of specific skills, attributes and characteristics that are important for new trustees to possess. The specifications should complement existing board members' skills and competencies, and assist the organization in furthering its ability to provide high-powered, thoughtful, diligent leadership. In essence, instead of simply accepting any person who expresses an interest in serving on the board, or persuading a reluctant potential trustee to serve, the board should recruit trustees with the skills and personal characteristics that complement existing board members' resources and which results in a more well-rounded, competency-based board.

**Governance Accountability for Cultural Competency.** As a part of the board's accountability for mission fulfillment and leadership, trustees are being called upon to address their

community's health care disparities and strengthen hospitals' and health systems' cultural competencies. A diverse board membership that reflects the community's diversity offers the board the benefit of first-hand insights, understanding and information that can contribute to the board's ability to appropriately recognize and take actions to address the health care needs, disparities and inequities of the entire community.

**Essential Skills, Experience and Knowledge.** Boards of trustees can successfully recruit new trustees that meet their governance needs by selecting individuals with the right skills, experience and knowledge. Critical characteristics most often sought by hospital boards include:

- **Motivated, committed and passionate in serving the hospital and community.** Board members must be

willing to commit to the time required to serve on the board and be active in fulfilling the hospital's mission and vision.

- **Ethical, respected and held in high esteem by the community.** Health care organizations will increasingly need to partner with both other health care providers as well as organizations that have an interest and stake in the community's health (such as police or fire departments, local business groups, religious organizations, public health agencies and others). Board members must be actively involved in gaining and sustaining the trust of the community and forming strong community partnerships to ensure the hospital's success.

### Key Steps in the Trustee Recruitment Process

The following steps are recommended for recruitment of trustees to serve on community hospital boards. The philosophy and process may be similar for governmental hospitals whose trustees are appointed, however the process is only a recommendation to the officials who will make the appointment.

1.	Secure board agreement on a long-term succession plan and process: Purpose, participants and objectives
2.	Appoint a board development committee to oversee the recruitment process
3.	Develop appropriate background material on the hospital and board of trustees: Bylaws, board member biographies, information about the hospital, its market and its challenges, information on trustees and officers liability insurance, conflict of interest statement, board self-assessment process, board orientation process, etc.
4.	Develop a trustee candidate overview and application (includes board job description, trustee qualifications, and candidate application), and a letter to be sent to prospective trustees indicating the hospital's interest in discussing potential trusteeship opportunities
5.	Develop a summary of candidate qualifications and a candidate profile, and a candidate assessment form to use as a tool in evaluating potential trustees. The assessment should be based on the criteria included in the candidate profile and job description. Consider assigning a "weight" to each criteria that reflects the relative importance of the criterion (e.g. 5 = greatest weight, 1 = least weight), and include specific questions to ask candidates to determine motivation and willingness to serve, ability to devote time required, knowledge of issues, conflict of interest, etc.
6.	Secure board approval of the board development committee's recruitment process and recruitment materials
7.	Identify potential field of candidates
8.	Make preliminary contact (letters and/or telephone calls), assess initial candidate interest and willingness to serve, if chosen
9.	Review candidates and arrange interviews with members of the board development committee
10.	Evaluate candidates using the candidate assessment tool, and prepare a brief written summary of each candidate (occupation, length of residency, community involvement, answers to questions, etc.)
11.	Determine top-rated candidates, and present to the board development committee
12.	Board development committee makes recommendation to full board
13.	Nomination of candidate(s)
14.	Send follow-up letters to candidates not selected, and determine other ways for candidates not selected to be involved, such as serving on the foundation board, on task forces, etc. Assess interest in filling future vacancies

## Anytown Community Hospital Trustee Candidate Profile

A one-page candidate profile should be developed to clearly describe the responsibilities, success factors and skills and assets the hospital seeks in a new trustee. The profile should begin with a one-two paragraph overview of the hospital, followed by specifics about the trustee role.

**Major Responsibilities.** Anytown Community Hospital (ACH) trustees are responsible for overseeing the progress and success of ACH. The board of trustees must ensure that the organization achieves its mission, vision and values. The board also leads the hospital's strategic direction, development of ACH's strategic plan, evaluation of the plan's implementation, and oversight of plan progress and achievement, taking corrective action when necessary. Anytown Community Hospital's board of trustees is responsible for hiring the CEO, conducting CEO performance evaluations and determining the CEO's compensation. The board of trustees assumes ultimate responsibility for the quality of care and patient safety provided by the hospital, and is accountable for the financial soundness and success of ACH.

**Success Factors.** The successful trustee will have strong interpersonal skills, and will be comfortable with interacting with other board members, the CEO, medical staff leaders and the hospital's executive team. The trustee must be willing to commit the time necessary for successful board service, and have a willingness and a desire to learn and understand the complexities of the health care environment and the challenges of meeting Anytown Community Hospital's patient and community needs. The ability to constructively challenge the status quo, understand and evaluate financial information and collaborate with a broad range of diverse stakeholder groups is key to the success of the trustee. The trustee should understand and follow the fiduciary requirements to the organization and not serve any individual constituency or group.

**Personal Skills and Assets.** The successful trustee will build positive relationships with other board members, the hospital's executive team, medical staff leaders and the organization's other key stakeholders. Adaptability, flexibility, organization, initiative, leadership and analytical skills are key qualities which will enable the trustee to be successful as an Anytown Community Hospital trustee. Other important personal assets include sound, independent judgments and decisions; the ability to analyze complex issues and develop effective solutions; and the ability to create a vision for the future, given the many uncertainties prevalent in today's health care environment. The trustee should have a basic general understanding of the health care field, be committed to preparing for active insightful involvement in board and committee meetings, and be able to read, understand, and apply industry information and financial acumen to strategic decisions. Strong communication skills are essential. The trustee should be deeply committed to the hospital and the community it serves, and have no unresolvable conflicts of interest with Anytown Community Hospital's operations or key stakeholders. When conflicts of interest do arise, the trustee must be willing to abstain from discussions and votes surrounding the issue.

- **Strategic, innovative and visionary thinker.** Boards of trustees must understand that there is no single future that can be planned for and successfully executed. Board members will need to be flexible, dynamic governance decision-makers who are not surprised as the future unfolds. They must continually challenge the status quo, and encourage innovation, risk taking and new ways of embracing the opportunities of the future. They must push for change, value creativity and innovation, and leverage change for strategic advantage.
- **Advocate.** Trustees are the voice of the community. They can and must use their clout and credibility to be strong and powerful influencers of lawmakers, regulators, community groups and others who influence or make decisions that affect the future of their organizations. Trustees need to be continually aware of political issues and legislative processes, and able to establish relationships with their state and national legislators and their health policy staffs. Advocacy success requires individuals with deep health care knowledge and literacy.
- **High intellect and willingness to learn.** Board members must develop a high level of understanding in the areas most critical to organizational success and performance. Decisions must be guided by the organization's mission, vision, values and strategic initiatives, and be based on facts that focus on priorities vital to the organization's success. Board members must be highly attuned and adaptable to change, requiring them to be proactive thinkers. They must also commit to and engage in continual governance education.
- **Collaborative, artful listener, and willing to engage and ask hard questions.** Miscommunication and misjudgment often are a result of inadequate listening, not from a lack of words. Strong and effective governance communication will require board members who are willing to listen attentively without rushing to judgment, and absorb information before offering a definitive response. Board members must also be able to engage in critical conversations to ensure that decisions are made by grappling and grasping with concepts, ideas and practical

solutions, leading to more informed and rational conclusions. They should also be willing to regularly confront issues by challenging assumptions and exploring alternatives to traditional thinking.

- **Ability to grasp implications of financial statements.** One of the principal jobs of the board of trustees is to oversee the financial performance and progress of the hospital. The board must have individuals with professional experience and expertise in accounting and/or finance. A successful trustee with skills in this area brings professional expertise to financial discussions and decisions.
- **Ability to understand and value perspectives of the medical staff and patients.** Boards of trustees are responsible for ensuring the quality of care and patient safety provided by their organization. Trustees must take strong, organized action to establish and ensure an organizational culture that continually strives to improve quality and patient safety at every turn. While community board members are not expected to be physicians, a successful board should be willing to make a commitment to developing a good understanding of medical issues that affect the organization's success.
- **Prior board experience.** Individuals with experience on other boards bring unique governance and business perspectives that broaden and enrich the organization's governance functions. Their experience will provide community contacts and new ideas for ways to lead most effectively.

**Finding Qualified Board Members.** Once specific desired skills and characteristics have been identified, the board must recruit individuals that meet these specifications. Several approaches may be undertaken to find candidates, including:<sup>3,5</sup>

- Maintaining a list of potential board candidates, often developed by the Nominating Committee or the Board Development Committee, including the specific skills they can bring to the organization;
- Assessing the leadership potential of individuals who already volunteer for the hospital in other capacities, such as serving on the hospital's foundation, or participating in ad hoc committees and task forces;
- Seeking out individuals who have a record of successful governing service on other boards, and who have the potential to bring credibility, expertise and community connections to board work;
- Asking the CEO and former board members to suggest replacements for outgoing members;
- Contacting successful former board members who were highly regarded for their leadership skills, and ask if they would be willing to serve again. These individuals are often a deep well of information and perspective; and
- Considering expanding the "network" of potential candidates, perhaps looking outside the immediate community for qualified trustees.

Throughout the recruitment process, stick to the board's pre-defined specifications for new trustees. Trustees must know and understand more, and take on greater responsibility than they have in the past, underscoring the critical work of the board and weighty nature of board responsibilities. Candidates must have the time, availability and discipline to act on their commitment to the board and the responsibilities of trusteeship. When interviewing potential trustees, do not "sugarcoat" the job; be honest about board members' roles and responsibilities and the time commitment required. The last thing a board needs is to select a new trustee who did not understand the commitment and who is then unable to fulfill his or her duties.

**Next Steps.** Once a potential trustee (or trustees) has been identified, several additional steps should be taken before extending an offer to serve on the board:<sup>5</sup>

- Double-check for potential conflicts-of-interest that cannot be resolved;
- Invite the prospective board member to meet with the board chair and the CEO for a detailed overview of the organization as well as relevant organizational materials, a board member job description, etc.;
- Provide the candidate with the names and contact information for board members he or she may contact with questions; and
- Invite the prospective new member to observe a board meeting, and follow up with the candidate after the meeting to discuss his or her continuing interest.

## What About the Next Generation of Leaders?

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

## Defining the Generations

<b>World War II</b>	Born 1922—1945
<b>Baby Boomers</b>	Born 1946—1964
<b>Generation X</b>	Born 1965—1980
<b>Generation Y</b>	Born 1981– 2000

a vested interest in the future than the next generation of leaders? Yet nearly 60 percent of not-for-profit board members

are over the age of 50; add in board members over age 40 and the percentage jumps to 86 percent.<sup>7</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 leadership development experience for these future leaders.

Four generations are now represented in the work force, but not necessarily around the board table. If nearly sixty percent of not-for-profit board members are over age 50, and 86 percent are over age 40, 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. And 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>8</sup> Instead, the skepticism of current board members often keeps the next generation from serving as trustees.<sup>9</sup>

**Why Gen X and Y Are Missing from the Board Room.** 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>10</sup>

- 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>9</sup> Yet the next generation is

## Is Your Board Age Diverse?

With only 14 percent of not-for-profit board members under the age of forty, 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* list of "40 Under 40 2013."<sup>13</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"<sup>14</sup> 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?

committed to contributing value to their 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>9</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>11</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.<sup>7</sup> 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 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>12,9</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 Inter-Generational 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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