20 QUESTIONS
Every Washington Hospital Board Needs to be Able to Answer

Developed for the Washington State Hospital Association by The Walker Company Healthcare Consulting
“20 Questions Every Washington Hospital Board Needs to be Able to Answer” was developed for the Washington State Hospital Association by The Walker Company, a Lake Oswego, Oregon-based health care management consulting firm. The Walker Company provides a comprehensive array of governance development services, including governance structure and practices assessments, board performance self-assessments, board and leadership team workshops and retreats, employee and medical staff opinion surveys and focus groups, and community health needs assessments.
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What is the board’s fiduciary responsibility?

In any venue, fiduciary responsibilities have to do with issues of trust and confidence. In the realm of hospital governance, it is imperative that hospital governing boards understand their particular fiduciary role as it pertains to accountability, financial responsibility, confidentiality and integrity.

Fiduciary: (1) of, relating to, or involving a confidence or trust; (2) held or founded in trust or confidence.

For hospital governing boards, fiduciary responsibilities and their related issues of accountability and trust are complex. Boards have a two-way responsibility: they must act in the best interests of both the hospital and the communities their hospital serves.

In these days of economic insecurity, it is particularly important for hospital governing boards to earn and keep the public trust. In the handling of hospital finances, the oversight of hospital quality, patient care and safety, and the assessment of hospital programs and services, governing boards can and must be held accountable to the people of the communities they serve. There can be no room for question of integrity or credibility of board members. Especially now, trust is an asset no board can do without.

What are “Fiduciary Responsibilities?”

Legally, board members must take particular care to become thoroughly informed before making a business decision; they must put the needs of the hospital first when taking responsibility for its operations; and they must abide by laws, regulations and standards of hospital operations.

These three main responsibilities are usually referred to as the Duty of Care, the Duty of Loyalty, and the Duty of Obedience. Each may be applied in a court of law to determine whether or not a trustee has acted improperly. They are to be taken seriously by every person accepting a position on a hospital board of directors.

Duty of Care. When engaging in hospital business, trustees must use the same level of judgment they would use in their own personal business activities. The tenets are mostly common sense:

- Obtain necessary and adequate information before making any decisions;
- Act in good faith;
- Make decisions in the best interest of the hospital; and
- Set aside personal interests in favor of those of the hospital.

Individual state courts often further define board members’ fiduciary duties, as does the U.S. Internal Revenue Service (IRS). The IRS, in recommendations for trustees, encourages putting policies and procedures in place to ensure that each trustee is totally familiar with the hospital’s activities, that every activity promotes the mission of the hospital and helps it achieve its goals, and that each trustee should be fully informed about the organization’s financial status.

Duty of Loyalty. The duty of loyalty bars trustees from using their board positions to serve themselves or their businesses. It requires that when acting in their fiduciary capacity, trustees place the interest of the hospital before all else. It demands that board members be:

- Objective and unbiased in their thinking and decision-making;
- Free from external control and without ulterior motives;
- Free of any conflict of interest when discussing issues and making decisions; and
- Able to observe total confidentiality when dealing with hospital matters.
To identify potential conflicts of interest, trustees and staff should annually disclose, in writing, any known financial interest with any business entity that transacts business with the hospital or its subsidiary businesses.

The IRS recommends creating written procedures for determining whether a relationship, financial interest or business affiliation results in a conflict of interest, and outlining a course of action in the event that a conflict of interest is identified.

**Duty of Obedience.** The duty of obedience requires board members to be faithful to the hospital’s mission, and to follow all state and national laws, corporate bylaws, rules and regulations when representing the interests of the hospital.

Board members, in carrying out their duty of obedience, will protect the limited resources of the hospital to ensure optimal services and benefit to the community. They will ensure legal compliance with all applicable laws and regulations.

The IRS recommends several board actions to promote good governance practices related to the board’s duty of obedience:

- Develop both a code of ethics and whistleblower policies;
- Adopt and monitor specific fundraising policies;
- Carefully outline and determine compensation practices; and
- Develop and strictly adhere to document retention policies.

### Two Roadblocks to Fiduciary Effectiveness

Strong boards are independent-minded, curious, and able to focus on what matters most. Their members are willing to challenge status-quo thinking and stretch themselves intellectually. Weak boards are complacent and submissive. Their members do not ensure that all sides of issues are considered, or that “conventional wisdom” is challenged. Such weak boards are not likely to successfully carry out their fiduciary responsibilities.

There are two true roadblocks to any board’s ability to maintain fiduciary effectiveness. These are 1) a tendency toward “rubber stamping,” and 2) a tendency toward micromanagement. Both are most likely to occur when a majority of members lack interest, drive or the ability to speak from the shadow of one or more overbearing board members.

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**Carrying Out the Board’s Fiduciary Duties**

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<th><strong>The Duty of Care is fulfilled by...</strong></th>
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<tr>
<td>• Consistent attendance at board and committee meetings</td>
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<td>• Attentive and introspective preparation for board meetings</td>
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<td>• Obtaining and reviewing relevant data and information before voting to ensure evidence-based decisions</td>
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<td>• Exercising independent judgment</td>
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<td>• Periodic examination of the performance of the executives and trustees who lead the organization</td>
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<td>• Meaningful review of the organization’s finances and policies</td>
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<th><strong>The Duty of Loyalty is carried out by...</strong></th>
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<td>• Full disclosure of potential conflicts of interest</td>
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<td>• Compliance with the organization’s conflict of interest policy</td>
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<td>• Avoidance of the use of corporate opportunities for personal gain or benefit</td>
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<td>• Maintaining confidentiality when required</td>
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<th><strong>The Duty of Obedience is carried out by...</strong></th>
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<tr>
<td>• Strict adherence to the by-laws of the board and the mission of the hospital</td>
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<td>• Compliance with all regulatory and reporting requirements</td>
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<tr>
<td>• Understanding of all documents governing the board and its operation (by-laws, articles of incorporation, board and committee job descriptions, charters, etc.)</td>
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<tr>
<td>• Ensuring that decisions further the organization’s mission and comply with the scope of its governing documents</td>
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**Rubber Stamping.** Members of rubber-stamping boards fail to ask pertinent questions or engage in deliberative dialogue on solutions to challenges, and do not work successfully together to arrive at independent-minded decisions. They accept recommendations with little questioning or debate, and fail to explore alternatives and scenarios that may reveal the weaknesses of arguments or positions.

Rubber-stamping boards are often a result of overly dominant individuals and weak board chair leadership. A strong board chair will ensure that every board member is meaningfully engaged in constructive thinking and deliberation on the important issues that come before the board.
From a legal standpoint, individual members of a rubber-stamping board may be considered negligent and liable for their actions or inactions, and may be held personally liable for a lack of adequate oversight.

**Micromanagement.** It’s often a challenge for board members to see the fine line between management and governance. Board members must understand that they are expected to be leaders and overseers, not managers and implementers. They should be concerned with the “what,” not the “how.” Micromanagement is a term generally applied to boards that pay too much attention to details, and not enough attention to the “big picture” strategic issues and implications.

It’s up to everyone on the board to guard against micromanagement. The board chair should ensure that its members understand their roles, and consistently adhere to them. In addition, the CEO needs to be willing to candidly discuss problems of micromanagement with the board chair to work out board-driven solutions to this problem.

**Maintaining the Public Trust**

Whether a board member is serving for the first time or has been in the role for a number of years, it behooves the organization to have each trustee review these fiduciary responsibilities. This is a time in our nation when demonstrated personal accountability and acceptance of responsibility are key. No board can afford to lose the public trust.

The bottom line is that board members must act in such a manner that protects both hospital operations and the community’s trust. There is no other way to success.

**Sources and Additional Information**

What is the difference between the hospital’s mission, values and vision?

Too often hospital leaders develop mission, values and vision statements, and then don’t make meaningful strategic use of these critical statements. Successful governing boards know that these statements, when properly developed and used, are the primary driver for every governance discussion and decision.

The board must ensure that the hospital has meaningful, unique, market-specific and compelling mission, values and vision statements that inspire and lead employees, physicians, trustees, volunteers and others to the highest levels of achievement.

The board must ensure that the entire hospital family, from top to bottom, sees its role and value in achieving the hospital’s mission and vision. Every single person plays a vital role, and each person should hold him or herself accountable for understanding that role and playing their part in the attainment of the mission and vision. That culture of commitment is created and inspired by the board.

Finally, the board plays a unique role in motivating and inspiring hospital leadership to excel as strategic change leaders, individuals who can coalesce their colleagues in a strategic movement unified by purpose, committed to excellence, and rewarded for outstanding performance.

The board must ensure that these statements are unique, meaningful, powerful and compelling, and that they help solidify organizational thinking when confronted with a multitude of potential pathways to the future.

Once solid mission, vision and values statements have been agreed upon by the board, these statements should be the forefront of board decision making, and at the top of trustees’ minds as they develop strategic plans, recruit physicians, plan for programs and services, determine community needs, and advocate for legislative and regulatory change that will benefit the community.

Mission, Values and Vision - The Gears that Drive Organizational Success

The board of trustees is ultimately responsible in every way for the hospital’s long-term success in meeting the health care needs of the people it serves. It’s incumbent upon the board to ensure a tight strategic fit and linkage between the hospital’s mission, vision and values.

These three statements are the foundation of a solid strategic plan. The board of trustees, more than any other group of leaders, is responsible as the “keepers” of these critical success factors.

The mission is the core purpose of the hospital. It should be a unique description that clearly defines the hospital’s distinctiveness and differentiation.

Great mission statements are short, memorable, highly focused and enduring. They are able to capture in a few words the uniqueness of the organization and what it strives to accomplish. In addition, they clearly, boldly and vividly define the hospital’s distinctive uniqueness - what sets it apart from other hospitals, and makes it a valuable asset to patients and the community.

Great mission statements use words and phrases that are compelling and passionate, and that inspire dedication and commitment. They are the foundation of everything the hospital does, and they inspire the hospital’s vision and the strategies and objectives that underpin it. Great mission statements are used at board meetings to help frame critical discussions and stimulate deliberative dialogue and decision-
Keeping the Mission Alive. Simply having a great mission statement doesn’t guarantee that it will be consistently carried out with passion and with purpose. In order to keep the mission alive it should be printed at the top of every board meeting agenda. Having the mission front and center on the agenda will help to ensure that it’s thought about and referred to during the course of governance dialogue and decision-making.

The board should take time during its board meetings for "mission moments," opportunities to reflect on some of the ways in which the hospital is carrying out its most important work. These mission moments can serve as an inspiring reminder of the importance of the hospital to patients, families and the community, and the importance of the governing board’s work in ensuring constancy of purpose in achieving the mission.

The board of trustees faces many situations in which it has very difficult decisions to make. When making these difficult decisions, one important question should always be asked: "how will this action, activity or decision further our ability to achieve our mission?"

Finally, at the end of every meeting take a moment to reflect on this question: "has the work we’ve done today on behalf of the hospital and the people we serve advanced our ability to achieve our mission?"

How Does Your Mission Measure Up?

Consider the following questions to determine how your hospital’s mission measures up to “great mission” criteria:

- Is your mission dynamic, memorable, compelling, passionate and meaningful to everyone in the hospital family?
- Does it resonate with patients, consumers, payers, and community leaders?
- Does your mission clearly differentiate the hospital from all others in the market? Does it describe your competitive difference and distinctiveness?
- Does everyone in your organization know what the mission is? Can they relate the essence of it to patients, consumers and others? But more importantly, do they “live the vision” through the way they act and serve?

Based on your answers, should your mission be changed to better reflect your hospital’s true core purpose and value?

The Vision

The vision is a vivid description of what the hospital seeks to become in the future. It considers future challenges, possibilities and choices, and serves as a “high bar” for organizational success. Like the mission, creating a vision with passion and purpose takes time, innovative thinking, and an ability to think into the future.

The vision should be inspiring, unique and visual; it should be written in a way that creates a mental image of the hospital at a future point in time. It should be enduring, and able to stand the test of time. It should be hopeful, empowering and measurable, providing purpose and focus in a dynamic, rapidly-changing environment. And while it should be a “stretch,” and be very challenging to achieve, it should also be realistic and attainable with hard, focused work by everyone in the organization.

The vision should inspire enthusiasm and commitment in every corner of the organization, articulating what the hospital’s hard work and investment is seeking to achieve, and prepare leadership thinking and resources to meet future challenges. It should be powerful and empowering. Finally, the vision should encompass the “big goals” that drive strategies, objectives and action plans.

The Dynamics of Creating a Vision. The key components of a vibrant vision are straightforward. They consist of the now - where the hospital is today; the future - an assessment of where the environment is headed; the focus - the responses the hospital intends to undertake to be successful in that future; and the future reality - where the hospital anticipates it will be when it’s successful in achieving its prioritized strategic initiatives.

Elements of a Value-Based Vision. Many believe that a vision should be a simple, short and concise statement. That view often leads to a very general goal that doesn’t truly describe the future the hospital seeks to achieve.

Instead, a successful, high-value, strategically usable vision is one that describes what the hospital seeks to become in the future in several critical organizational success areas. For example, what is the hospital’s vision for improvement in the community’s health? What does the board want to be able to say about the level of quality and patient safety in five years? How will the hospital adopt and implement new information technology, such as electronic health records, online appointments and e-prescribing in five years? What is the hospital’s vision in the area of finance, patient and customer loyalty and satisfaction, and overall corporate culture?
20 Questions Every Washington Hospital Board Needs to be Able to Answer

Building the Foundation for Success: Developing Powerful and Purposeful Mission, Values and Vision

How Does Your Vision Measure Up?

Think about the hospital’s vision. How does it measure up?

- Have you defined the areas in which your future success is most critical?
- Is your vision a powerful statement of the hospital’s future in the areas most important to its success?
- Does your vision connect with the mission and values?
- Is your vision realistic, while at the same time an organizational “performance stretch?”
- Is your vision relatable to every area and every person in the organization?
- Does your hospital measure progress in achieving the vision?

In order to successfully achieve the mission, what other organizations will the hospital seek partnerships with, and what will those partnerships look like? What new services will the hospital develop and excel in as a center of excellence? What changes in governance and leadership will be in place in five or 10 years, and how will those changes benefit the organization?

These are the types of questions that should be asked by the board in the process of developing a value-focused strategic vision. They establish an agenda for strategic change that must be supported by clearly-defined strategies and measurable objectives.

An Ideal Vision. An ideal vision is challenging, but at the same time realistic and attainable with diligence, commitment, and intelligent leadership. It’s powerful, hopeful and empowering, and it inspires enthusiasm for the future and a commitment to achieving the hospital’s mission.

An ideal vision provides purpose and focus during challenging and uncertain times. It takes into account the hospital’s current and emerging challenges and opportunities, provides purpose and focus, and describes a future that has successfully dealt with them. In addition, it drives creative strategic thinking, and provides leadership with an “end point” that serves as the foundation for the hospital’s strategies and objectives.

Values

Values are the principles and beliefs that drive organizational behavior at every level throughout the entire organization. The values are inspirational guideposts, the ethical compass that inspires people to live their professional lives in a certain way, and relate to patients, families, visitors, competitors, and others by exhibiting certain organizational and personal qualities and characteristics.

Values are not simply a collection of high-sounding words on a wall in the hospital lobby. They are the “rules of the road,” the aspects of personal and professional behavior that signify what the hospital is and what it believes. They should be communicated and demonstrated through action – every day, in every way.

Good Values Create Better Organizations. Good values can create better organizations if they are more than just platitudes. Truly meaningful values are the unchangeable, bedrock core principles and ethics that guide the actions and belief structure of the organization. They serve as “cultural cornerstones,” a blueprint for organizational, employee, and medical staff behavior. They are the fundamental beliefs and truisms that guide organizational behavior and decision making. They set the organization apart from its competitors, and establish its unique organizational culture.

In addition, values limit operational freedom and constrain behavior in order to ensure compliance with all laws and regulations, and set a high ethical bar. Finally, they demand constant vigilance to keep them at the forefront of organizational behavior and expectations.

Putting the Hospital’s Values to Work. Having values is important, but embedding them into the hospital’s culture is critical, and the board can help make that happen. The hospital’s values should be integrated into every employee-related process – hiring, performance evaluation, criteria for promotion and awards, and dismissal. They should continually remind everyone in the hospital family that the values form the basis for every decision the organization makes, particularly the most difficult ones.

They should be promoted at every opportunity, and become infused in the organization’s behavior. One way to highlight and instill the values is to tell stories about how employees,

How Do Your Values Measure Up?

Do a quick values check. How do your hospital’s values measure up?

- How distinctive are your values?
- Do your values make a positive difference in the way people act, serve and relate to one another?
- Do your values support the mission, vision and strategies?
- Does your hospital use the values when evaluating employee performance?
- Does your hospital showcase examples of living the values?
- Does your hospital enforce its values, even when it’s uncomfortable?
physicians, volunteers, trustees and others exemplify the hospital’s values in their work. Finally, demonstrating the values should be celebrated at employee meetings, board meetings, community meetings and other venues.

**Making Your Mission, Vision and Values More Than Words on Paper**

To ensure success in living their values and achieving their mission and vision, governing boards can take several simple steps.

First, ensure that the mission, values and vision are prominent elements of decision making at all board meetings. They should be prominently displayed with every board meeting agenda. And when considering any decision, boards should discuss how the decision will contribute to fulfilling the mission, values and vision.

When considering policy and strategy decisions, boards should put them to the mission, values and vision alignment test. Do they fit? Can their rationale be explained? Is an investment in them an investment in furthering mission, values and vision success?

In addition, boards should regularly examine their strategic progress by reviewing the indicators that tell them whether they’re on the right strategic course, and continually probe the value of their initiatives in helping them achieve their mission and vision. They should also ensure that a well-defined board-approved system is in place to measure progress toward achieving the mission, vision and strategies, and take timely corrective action when necessary.

**What Do We Know Today that We Didn’t Know Then?**

One vital question that should be regularly asked by the board of trustees is this: “What do we know today that we didn’t know when we developed our vision for the future? And if we had known then what we know now, would our assumptions change? Would our strategies change? What would we be doing differently?”

It’s important that the mission, values and vision be reviewed on a planned, predictable basis, such as at the board’s annual retreat. These should not be static statements. Instead, they evolve as the environment evolves. Assumptions should be challenged, and developing realities should be factored into the hospital’s thinking about what it is and where it’s headed. The only way to ensure that that occurs is through a continual flow of new information, new ideas, and new knowledge that drives new assumptions.

**Seek Leadership Involvement, Particularly From the Medical Staff.** Defining the hospital’s mission, values and vision is not the exclusive job of the board. It’s one of the primary responsibilities of the board, but to do it right requires involvement and buy-in across the organization.

The medical staff is one of the principal groups whose input and involvement is critical. Talk of mission, values and vision is often met with disinterest or rejection by physicians, who may not see value in the process. Involvement in mission, values and vision thinking and planning by medical staff leaders is a critical factor in success. In addition, the board should always depend on well thought-out options and alternatives from management to help shape the mission, values and vision course.
While there has recently been a much-heightened awareness about quality and patient safety in health care, errors still occur in hospitals every day. These errors are not always large and egregious; they may instead be small or unnoticed acts of commission or omission. Regardless of the nature or scope of the problem, medical errors have great consequences on an organization’s quality of care, patient satisfaction, medical staff and employee morale, and future reimbursement.

The Problem: Inadequate Systems
The health care system is fragmented, with patients seeing several different providers for any number of health issues. Each provider has only limited access to patient information, and care is often poorly coordinated amongst the providers. This has resulted in no clear lines of accountability, and oftentimes poor communication between all levels of care providers.

Understanding the nature of this fragmented system, boards must ask: “What can our hospital do to remove these system barriers?” According to the Institute of Medicine, there are many behavior choices that health care organizations make that can lead to patient injury or death, including:

- Not adhering to protocols/requirements;
- Inadequate investment in systems;
- Inadequate staffing;
- Lack of, or poor provider qualifications;
- Communication inefficiencies and ineffectiveness; and
- Failure to learn and change.

Boards must commit to changing these behavior issues by setting the tone or “culture” for the hospital, including setting patient safety guidelines and priorities and dedicating the resources necessary to provide appropriate, effective, safe care.

Quality and Patient Safety are Job One
Too often boards of trustees assume that quality and safety problems are not an issue in their hospital unless they hear otherwise. Instead, boards should ask specific questions to identify the hospital’s current performance and pinpoint areas with the greatest need for improvement. Questions boards should be asking include:

- How good is our quality? How safe is our hospital? How do we know?
- What is our “culture” of quality and safety? Does everyone in the hospital family understand and embrace it?
- How can we improve?
- What should we be measuring?
- What does the public expect from us?
- How ready are we to publicly disclose our quality and safety performance?

Boards of trustees should be concerned about patient safety for moral, ethical, legal and financial reasons. Board members...
must understand that they are liable for the care provided at the hospital; that medical errors significantly impact health care costs; and that patient safety is a key component of “staying on top” in a highly competitive environment.

**Board Liability.** It is ultimately the board’s responsibility to ensure that the hospital is taking clear, appropriate measures to provide the safest health care in the most efficient and effective manner. As a result, trustees need to be aware of and proactive in addressing patient safety in their hospital, and seek continuing education about current trends and implications. Boards should regularly review key quality indicators, and take corrective action when necessary.

While it may be resource-intensive to implement and regularly monitor and measure quality improvement and safety protocols, consider the following:

- Medical liability costs rise as the number and scope of lawsuits increase;
- Fear of liability may cause providers to stop delivering services altogether;
- Doctors that don’t stop delivering services may practice “defensive medicine,” ordering extra tests and procedures out of fear of liability; and
- The cost of lost business, employee morale and a negative reputation from one or two serious patient safety breaches can be very damaging.

**Cost.** The cost of medical errors to the health care system and individual organizations is significant. Half of the cost of medical errors come from direct health care expenses, such as increased hospitalization; the other half includes such indirect expenses as lost productivity and disability. More specifically, medication errors are estimated to account for a significant portion of preventable medical errors. According to the National Committee for Quality Assurance’s 2004 State of Health Care Quality, more than $9 billion in lost productivity and $2 billion in hospital costs could be averted through more consistent use of proven best practices.

In addition, studies demonstrate that more people die annually from medication errors than motor vehicle accidents, breast cancer or AIDS – three causes that receive far more public attention. Adverse drug effects cause approximately 777,000 deaths per year and can cost hospitals between $1.56 - $5.6 million annually, depending on the size of the institution.

**Competition.** High quality providers are magnets for patient self-referral, physician referrals and managed care contracts, says Russell C. Coile in “Quality Pays: A Case for Improving Clinical Care and Reducing Medical Errors.” And although quality has traditionally been a matter of perception on the part of patients, many organizations routinely publish reports on the top-rated hospitals for quality. Hospitals that do not put protocols in place to reduce medical errors risk losing consumer confidence and market share.

### Quality Leaders and Standard-Setters

Media scrutiny is increasingly shaping the public’s opinions about health care quality and patient safety. As the press continues to report anecdotal examples of poor health care quality and safety slip-ups, public skepticism and concern will continue to mount. People’s opinions will be shaped by the stories they read and hear, but more importantly, by the “word of mouth” outcomes of those stories.

Hospitals and lawmakers are increasingly looking to national leaders such as the Institute of Medicine (IOM) and National Quality Forum (NQF) for quality measurements and benchmarks and suggested action steps. The Joint Commission patient safety standards are aligned with these recommendations, and underscore the importance of organizational leadership in building a culture of safety.

**Institute of Medicine.** In 1996 the Institute of Medicine launched its effort focused on assessing and improving the nation’s quality of care. The first phase included research and documentation of the nation’s overall quality problem, resulting in the now well-known report, *To Err is Human*. The
study brought national attention to the seriousness and frequency of health care errors, reporting that:

- 44,000—98,000 Americans die each year due to medical errors;
- Medical errors are the 8th leading cause of death in the U.S.:
- The annual cost of medical errors is as much as $29 billion;
- The majority of problems are systematic;
- Many Americans are injured by the health care that is supposed to help them;

- Less than five percent of these injuries are due to individual errors; and
- Errors can be reduced, but not eliminated.

*To Err is Human* was followed by a second phase of research and the publication of *Crossing the Quality Chasm*, a report describing broader quality issues and defining the “six aims” of care, stating that care should be:

- **Safe**, avoiding injuries to patients from the care that is intended to help them;
- **Effective**, providing services based on scientific knowledge to all who could benefit, and refrain from providing services to those not likely to benefit;
- **Patient-centered**, providing care that is respectful of and responsive to individual patient preferences, needs values and ensuring that patient values guide all clinical decisions;
- **Timely**, reducing waits and sometimes harmful delays for both those who receive and those who give care;
- **Efficient**, avoiding waste, including waste of equipment, supplies, ideas and energy; and
- **Equitable**, providing care that does not vary in quality because of personal characteristics such as gender, ethnicity, geographic location, and socio-economic status.

*Crossing the Quality Chasm* included specific ideas of ways to make health care safer, including: 1) health care organizations’ purpose should be to continually reduce the burden of illness, injury and disability; 2) purchasers and health care organizations should work together to redesign health care processes; and 3) purchasers should examine current payment methods and remove barriers that impede quality improvement.

The recommendations made in this document, and continuing research and recommendations by the IOM, have become the new standard for health care safety. It is critical that trustees understand the key components of this research and develop strategies to address these issues in their hospitals.

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The Institute of Medicine’s 2001 *Crossing the Quality Chasm* report included specific recommendations for ways health care organizations can improve quality, including the ten rules for care delivery redesign outlined below.

**Current Approach:**
- Care is based primarily on visits
- Professional autonomy drives variability
- Professionals control care
- Information is a record
- Decision-making is based on training and experience
- Do no harm is an individual responsibility
- Secrecy is necessary
- The system reacts to needs
- Cost reduction is sought
- Preference is given to professional roles over the system

**New Rules:**
- Care is based on continuous healing relationships
- Care is customized according to patient needs and values
- The patient is the source of control
- Knowledge is shared and information flows freely
- Decision-making is evidence-based
- Safety is a system property
- Transparency is necessary
- Needs are anticipated
- Waste is continuously decreased
- Cooperation among clinicians is a priority

Through review of literature, research evidence and best practices, the Institute for Healthcare Improvement identified 15 specific governance behaviors that increase the odds of rapid quality improvement throughout hospitals. The IHI recommends that observing these fifteen actions is the best place for boards to start in their quest to improve quality and patient safety. Best practice characteristics of high-achieving boards include:

1. They set a clear direction for the organization and regularly monitor performance.
2. They take ownership of quality problems and make quality an agenda item at every board meeting.
3. They invest time in board meetings to understand the gap between current performance and the best in class.
4. They aggressively embrace transparency and publicly display performance data.
5. They partner closely with executives, physicians, nurses, and other clinical leadership in order to initiate and support changes in care.
6. They drive the organization to seek the regular input of patients, families, and staff, and they do the same themselves.
7. They review survey results on culture, satisfaction, experience of care, outcomes, and gaps at least annually.
8. They establish accountability for quality-of-care results at the CEO level, with a meaningful portion of compensation linked to it.
9. They establish sound oversight processes, relying appropriately on quality measurement reports and dashboards ("Are we achieving our aims/system-level goals?").
10. They require a commitment to safety in the job description of every employee and require an orientation to quality improvement aims, methods, and skills for all new employees and physicians.
11. They establish an interdisciplinary Board Quality Committee, meeting at least four times a year.
12. They bring knowledgeable quality leaders onto the board from both health care and other industries.
13. They set goals for the education of board member about quality and safety, and they ensure compliance with these goals.
14. They hold crucial conversations about system failures that resulted in patient harm.
15. They allocate adequate resources to ongoing improvement projects and invest in building quality improvement capacity across the organization.


**The Joint Commission.** Aligning with the IOM’s reports on improving patient safety in health care, the Joint Commission patient safety standards underscore the importance of strong organizational leadership in building a culture of safety. Such a culture should strongly encourage the internal reporting of medical errors, and actively engage clinicians and other staff in the design of remedial steps to prevent future occurrences of these errors. The additional emphasis on effective communication, appropriate training and teamwork found in the standards draw heavily upon lessons learned in both the aviation and health care industries.

A second major focus of the new standards is on the prevention of medical errors through the prospective analysis and re-design of vulnerable patient care systems (for example, the ordering, preparation and dispensing of medications). Potentially vulnerable systems can readily be identified through relevant national databases such as the Joint Commission’s Sentinel Event Database or through the hospital’s own risk management experience.

Finally, the standards make clear the hospital’s responsibility to tell a patient if he or she has been harmed by the care provider.

The Joint Commission now requires organizations to develop a policy for informing patients when they have received substandard care or their outcome varies from anticipated results. Those organizations that fear that this will increase litigation may be surprised to learn that the Association of Trial Lawyers of America have stated that this could reduce litigation because “people appreciate honesty and being told what is happening to them or what might happen to them. The more people know about their condition, the more favorably they view their doctor.”

**The Centers for Medicare and Medicaid Services.** Medicare recently completed a three-year experiment that paid 266 participating hospitals additional reimbursement for following specific medical recommendations. Participating hospitals had the opportunity to earn a payment “bonus” if they ranked among the top 20 percent in at least one of the five areas measured for the experiment: joint replacement, coronary artery bypass graft, heart attack, heart failure or pneumonia. While there is debate about whether the experiment used the best approach or measured the most appropriate indicators, the study did find that participants steadily improved the quality of care in the areas measured.

The experiment is a sign of things to come: the federal government is concerned about the quality of care provided in America’s hospitals, and will use its funding power to reward
the best care, and perhaps punish for poorly provided care. According to a story in The New York Times, the experiment is “an effort by Medicare to address a fundamental concern about the current payment system.” Currently hospital reimbursement is the same regardless of patient outcomes, a situation that is unlikely to continue in the future.

**National Quality Forum.** The National Quality Forum (NQF) is a not-for-profit membership organization created to develop and implement a national strategy for health care quality measurement and reporting. It was developed through a combination of public and private leaders committed to bringing about national change in health care quality on patient outcomes, workforce productivity, and health care costs.

In response to the IOM report, the NQF identified 27 “never events,” or events that should never happen in a hospital and that can always be prevented. Examples of “never events” include:

- Operating on the wrong body part or the wrong patient;
- Performing the wrong procedure;
- Leaving foreign objects in a patient;
- Contamination, misuse or malfunction of products and devices;
- Wrong discharge of an infant;
- Patient disappearance or suicide;
- Death or disability due to a medication error;
- Death or disability associated with a fall, burn or use of restraints;
- Care ordered by someone impersonating a doctor or nurse; and
- Abduction or assault.

The NQF works to promote a common approach to measuring health care quality, and is known as the “gold standard” for the measurement of health care quality. In 2006 the NQF endorsed more than 300 measures, indicators, events and practices for measuring and improving health care quality across the spectrum of care.

**The Institute for Healthcare Improvement.** The Institute for Healthcare Improvement (IHI) was established in 1991 to lead the improvement of health care across the world. The IHI estimates that nearly 15 million instances of medical harm occur in the U.S. alone every year – a rate of over 40,000 instances per day. The IHI is striving to achieve health care for all patients with:

- No needless deaths;
- No needless pain or suffering;
- No helplessness in those served or serving;
- No unwanted waiting; and
- No waste.

In an effort to accomplish these aims, the IHI launched its “100,000 Lives Campaign”, with the goal of reducing 100,000 preventable deaths in the U.S. Over 3,000 hospitals participated in the campaign, and in 18 months an estimated 122,000 lives were saved. The combination of the campaign’s success and the desire to address medical errors that may harm patients in addition to preventing avoidable deaths led to the IHI’s recent launch of its “Five Million Lives Campaign.” The new campaign expands the focus of the 100,000 Lives Campaign, with the goal of dramatically accelerating efforts to reduce non-fatal harm, while continuing to fight needless deaths. The Five Million Lives goal is to protect patients from five million incidents of medical harm over a two-year period, from December 2006 – December 2008.

To achieve the goals of the Five Million Lives Campaign, the IHI is enlisting at least 4,000 U.S. hospitals in a renewed national commitment to improve patient safety faster than ever before. The campaign challenges American hospitals to adopt 12 changes in care that save lives and reduce patient injuries:

- Six interventions are from the original 100,000 Lives Campaign that target preventable patient deaths, such as adverse drug events, surgical site infections and ventilator-associated pneumonia; and
- Six new interventions were added, with the goal of reducing unnecessary patient harm, such as reducing surgical complications and preventing pressure ulcers. One of these six interventions asks for hospitals to “get boards on board…by defining and spreading the best-known leveraged processes for hospital boards of
directors, so that they can become far more effective in accelerating organizational progress toward safe care."

**Hospitals and Physicians Can’t Do It Alone**

Quality improvement requires an understanding and acceptance of mutual responsibilities between all key stakeholders, including employers, clinicians and staff, and patients. Implementing quality and patient safety improvements is an opportunity for board members to be leaders in the community, coalescing all the key stakeholders together around a common purpose.

**Employer Involvement.** Employers have the opportunity to be champions for patient safety, promoting the need for safety reform and providing leadership in action toward the definition, measurement and improvement of quality and patient safety.

**Clinician and Staff Involvement.** Accountability for quality and safety should be incorporated into every employee’s job description. Regardless if employees have direct contact with a patient, every employee has a role in patient safety, from keeping the facility clean, to arranging the room in the safest manner possible, to ensuring the patient is checked in and registered correctly. Employees should be educated about the quality and safety expectations they are required to meet, as well as how to report safety concerns and errors. These concepts should be ingrained in the workplace culture, and effectiveness and success in meeting specific goals should be recognized and rewarded.

To ensure accountability, employees should work in teams that share responsibility and check one another to ensure protocols are followed. Individuals and groups should be recognized for disclosing errors, near misses and safety concerns, rather than punished.

Key elements of employee and medical staff commitment to safety include:

- **Accountability:** medical staff and other employee job descriptions should incorporate accountability for safety;
- **Education/Knowledge:** educate employees on the importance of safety, surveillance and expectations for reporting safety concerns and errors, beginning with their orientation as new hires;
- **Evaluation:** employee evaluations should take into account contributions to safety;
- **Disclosure:** reward employees and physicians for disclosing errors, near-misses and safety concerns; and
- **Teamwork:** employees and physicians should work in teams so each member knows his or her responsibilities and those of teammates, and members of the team look out for one another, noticing errors before they cause injury.

**Patient Involvement.** Patients play a critical role in quality and patient safety as well. Without patient honesty and clear communication, health care providers may misunderstand a patient’s needs, desires or abilities. That patient’s role in patient safety includes:

- Informing doctors about medication they are taking;
- Asking for written information about possible medication side effects;
- Choosing hospitals with experience treating their condition;
- Learning about their condition;

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**Changing Public Perceptions About Quality of Care**

Recent public and private efforts to promote awareness of medical errors and improve quality of care is impacting the general public. A 2006 study conducted by the Kaiser Family Foundation and the U.S. Agency for Healthcare Research and Quality found that:

- 36% of Americans have seen information comparing the quality of care provided by health plans, doctors and hospitals; 20% have used the information to make decisions about their care
- 55% of Americans understand the term “medical error,” up from 31% in 2002
- When given a common definition for “medical error,” 43% of Americans believe that preventable medical errors occur “very often” or “somewhat often”
- Many Americans are taking their care into their own hands:
  - 70% report checking the medication given by their pharmacist against the doctor’s prescription
  - 54% bring a list of all their medications to a doctor’s appointment
  - 45% bring a friend or relative to doctor appointments to help as questions

• Being a personal advocate or finding an advocate;
• Ensuring prescriptions are legible; and
• Demanding an understandable, written discharge treatment plan.

The Board Role. Too often quality is on the board agenda as a discrete item, such as finance. Boards must recognize that quality and patient safety is the backbone for everything the board does. Meeting agendas should include regular review of reports on quality and patient safety. The board should set performance goals for quality and safety improvement, and hold managers accountable for achieving those goals. Quality and safety expectations should be a major factor in board discussions about services, facilities, medical staff development and workforce development.

A Call to Responsibility: Improving Quality and Patient Safety at Your Organization
While no board or individual trustee sets out to govern low performance, boards can be “unsafe” or perform “governance malpractice” simply through lack of knowledge or understanding about key issues, not talking about quality and patient safety measures and their implications, lack of involvement, or focusing in the wrong areas. A “culture of safety” should be ingrained in the hospital, beginning with the board. The board is responsible for setting the tone for the hospital, providing the tools necessary for employees to carry out the quality and patient safety vision, and encouraging a safe environment by regularly measuring and monitoring quality measures.

Creating a Culture of Safety. The term “culture of safety” is used often, but the definition can be ambiguous. Boards must define what a culture of safety means to their hospital, including the following critical components:

• Commitment of Leadership: Active involvement by the hospital’s governing body, clinical and non-clinical leadership, with continual improvement in patient safety and medical error reduction as an explicit hospital priority;
• Open Communication: Patient involvement in decisions about their care, informing patients of the consequences of the care they receive, and ensuring language that supports the patient safety effort;
• Reporting: Create an environment of trust to address accountability in a fair and just manner so blame is not automatically placed when an error occurs; encourage employees to view patient safety as an integral part of their jobs, and to internally report errors, “near misses” and other opportunities to improve safety;
• Informed Action: Understanding of systems thinking and human factors is critical to the effective evaluation of gathered data; data and information about errors and “near misses” collected and analyzed internally on an ongoing basis; regular evaluations of care processes conducted to seek opportunities for improving patient safety; and
• Teamwork: Continual training in both team skills and job specific competencies, encouraging caregivers to consistently work in a collaborative manner in which each individual has a responsibility to identify and/or act to prevent potential medical errors.

Steps the Board Should Undertake. Boards are responsible for ensuring that high quality care is consistently and effectively delivered to patients, and providing leadership that results in effective systems, measurement and improvement. In fulfilling this responsibility, boards should take action to ensure that health care quality is a paramount priority in every decision and action made on behalf of the hospital. The National Quality Forum issued a “Call to Responsibility” for hospital governing boards, outlining four key principles with actionable policies and practices that boards should follow to fulfill their role in quality improvement:

How Engaged Are You?

The “Boards on Board” governance “how-to” guide from the Institute for Healthcare Improvement (IHI) suggests that boards typically fall into one of four categories in their quality accountabilities. The IHI considered board engagement in improving quality and safety, effectiveness, and understanding of quality principles. The four board categories they identify are:

1. Actively engaged and capable; already leading a high-performance organization and wondering how they can do their board work even better;
2. Actively engaged; often showing that commitment through a high-profile event, but needing a much stronger foundation for continual work on improvement;
3. Not fully engaged, but having strong, latent capabilities and talent on the board; looking to light a fire with the full board, but not sure how to proceed; and
4. Neither engaged nor capable; feeling quality is just fine; viewing quality of care as not the board’s proper business, but rather that of the medical and executive leadership.

Hospital governing boards play a vital role in monitoring and improving hospital care to ensure that it is safe, beneficial, patient-centered, timely, efficient and equitable. To fulfill their role in ensuring quality, hospital governing boards should:

- Ensure that health care quality is a paramount priority and a primary focus of board activities
- Prominently place patient safety and quality issues on board agendas
- Proactively oversee and evaluate patient safety and health care outcomes and the creation of a culture of safety by engaging in patient safety and quality improvement projects, establishing governance practices that support performance measurement and quality improvement, and holding management accountable for performance
- Ensure that a system of performance measurement and quality improvement is in place
- Recognize physicians’ roles, and the role of the medical staff within the hospital, and the roles of nursing executives and other clinical leaders in achieving quality
- Assure that the hospital leadership adopts human resources policies and physician staff bylaws that articulate specific expectations for quality improvement
- Ensure that the hospital management is capable of and focused on the analysis and improvement of organizational design that supports patient safety and quality of care
- Align budget development and financial resources with quality and patient safety goals
- Actively support management’s negotiation of payment contracts that do not penalize the organization for its investment in quality and safety

To enable effective evaluation of their own role in enhancing quality, hospital governing board should:

- Advocate for diverse board composition with specific expertise in quality and patient safety
- Review board performance (individually and collectively) in improving hospital care

Hospital governing boards should develop a “quality literacy” regarding patient safety, clinical care, and health care outcomes. This literacy should:

- Include education in the infrastructure of patient safety, healthcare quality and performance measurement
- Recognize the role of the board in representing consumers and the community it serves
- Be comparable and akin to the knowledge and understanding of the organization’s financial health and well-being vis-à-vis the Sarbanes-Oxley Act
- Utilize existing organizations and their resources to provide courses, training and information (the Joint Commission, Quality Improvement Organizations, etc.)

Hospital governing boards should oversee and be accountable for their institution’s participation and performance in national quality measurement efforts and subsequent quality improvement activities:

- Ensure that participation in national quality improvement activities focus on nationally agreed-upon priorities
- Participate in one or more existing efforts, such as the Hospital Quality Alliance, Joint Commission National Patient Safety Goals, NQF-endorsed national voluntary consensus standards, the Leapfrog Group, and others
- Consistently review performance data from participation in national quality improvement efforts
- Calculate the determination of cost implications of adverse events and poor performance
- Evaluate performance based on the context of the six NQF aims: safe, beneficial, patient-centered, timely, efficient and equitable
- Hold management accountable and require full and complete explanations when safety and quality performance levels differ from national benchmarks or fall below expectations
- Facilitate the adoption of incentive programs for executives based on quality improvements

Quality Fraud. Infusing the board agenda with a focus on quality invites another perspective on the board’s responsibility

Governance Accountabilities in the Quest for Quality
for quality and patient safety: the one of compliance, and avoidance of “quality fraud”. “Quality fraud” is a term not often understood, but it is one that every board should pay close attention to.

Both the Office of Inspector General (OIG) and the Department of Justice (DOJ) have increased their attention to quality and patient safety. Quality is increasingly being linked to reimbursement, and these government agencies want to ensure that patients receive the quality of care that they are paying for.

Payment for poor quality is viewed as a false claim, and failure to accurately report quality data may be considered potential fraud. Further, both the OIG and the DOJ place the responsibility for quality of care squarely on the shoulders of the board.

Prosecution for quality fraud may be determined by the following factors:

1. Has there been a systemic failure by management and the board to address quality issues?
2. Has the organization made false reports about quality or failed to make mandated reports?
3. Has the organization profited from ignoring poor quality or ignoring providers of poor quality?
4. Have patients been harmed by poor quality or given false information about quality?

A Fiduciary Duty. In September 2007, the OIG and the American Health Lawyers Association (AHLA) co-sponsored Corporate Responsibility and Health Care Quality: A Resource for Health Care Boards of Directors. The purpose of the publication is to equip boards with the rationale and tools necessary to understand and execute their obligations for quality and patient safety. Based on discussions of fiduciary duty of care and duty of obedience to mission, the document advises that duty of care is generally accounted for when the board acts:

- In good faith;
- With the care of an ordinarily prudent person in like circumstances; and
- In a manner reasonably believed to be in the best interests of the organization.

The OIG and the attorneys further advise that courts have recently interpreted the duty of care to include a level of due diligence that includes “reasonable inquiry” by the board into the organization’s operations and performance. More specifically, the document advises that the OIG expects boards to exercise general supervision and oversight of quality and patient safety, including:

- Being aware of quality issues, challenges and opportunities;
- Paying close attention to the development of quality measures and reporting requirements (including periodic education from executive staff); and
- Receiving executive updates regarding quality initiatives and associated legal issues.

OIG/AHLA Quality Oversight Recommendations. Boards can't just be passive recipients of quality and safety information; trustees must be actively engaged in oversight. The OIG/AHLA publication includes a series of recommended questions and explanations for boards to use in understanding and governing quality. The OIG and the DOJ will increasingly examine governance to ensure that boards of trustees understand quality and patient safety issues, and that they effectively monitor performance to ensure that the care provided by their organization exhibits the highest quality and efficiency.

In the pursuit of “reasonable inquiry”, the OIG and AHLA recommend that boards ask and have solid answers to several questions:

1. What are the goals of the organization’s quality improvement program? What metrics and benchmarks are used to measure progress towards each of these performance goals? How is each goal specifically linked to management accountability?
2. How does the organization measure and improve the quality of patient/resident care? Who are the key management and clinical leaders responsible for these quality and safety programs?
3. How are the organization’s quality assessment and improvement processes integrated into overall corporate policies and operations? Are clinical quality standards supported by operational policies? How does management implement and enforce these policies? What internal controls exist to monitor and report on quality metrics?
4. Does the board have a formal orientation and continuing educational process that helps members appreciate external quality and patient safety requirements? Does the
board include members with expertise in patient safety and quality improvement issues?

5. What information is essential to the board’s ability to understand and evaluate the organization’s quality assessment and performance improvement programs? Once these performance metrics and benchmarks are established, how frequently does the board receive reports about the quality improvement efforts?

6. How are the organization’s quality assessment and improvement processes coordinated with its corporate compliance program? How are quality of care and patient safety issues addressed in the organization’s risk assessment and corrective action plans?

7. What processes are in place to promote the reporting of quality concerns and medical errors, and to protect those who ask questions and report problems? What guidelines exist for reporting quality and patient safety concerns to the board?

8. Are human and other resources adequate to support patient safety and clinical quality? How are proposed changes in resource allocation evaluated from the perspective of clinical quality and patient care? Are systems in place to provide adequate resources to account for difference in patient acuity and care needs?

9. Do the organization’s competency assessment and training, credentialing, and peer review processes adequately recognize the necessary focus on clinical quality and patient safety issues?

10. How are “adverse patient events” and other medical errors identified, analyzed, reported, and incorporated into the organization’s performance improvement activities? How do management and the board address quality deficiencies without unnecessarily increasing the organization’s liability exposure?

**Board Information: The Key to Quality Knowledge.** The board should have materials and information that will enhance their quality discussions and support their governance efforts. These materials should include such things as:

- A comprehensive quality dashboard that includes key indicators of clinical quality, patient safety and satisfaction, employee and staff satisfaction, turnover and vacancies;
- Executive reports of medical staff quality meetings;
- Reports of grievances, adverse events and potential liabilities;
- Progress reports on corrective action plans;
- Information about quality improvement and patient safety plans;
- Understanding of publically reported hospital data and information; and
- Information about healthcare quality trends.

Background materials should include articles about quality, governance practices in relation to quality, emerging industry trends, legal and regulatory requirements regarding quality, and quality processes and practices from other industries that might be applied in the hospital setting.

**Building Physician Partnerships for Quality and Patient Safety.** The medical staff is responsible for delivering the best possible quality to patients in the safest manner, working collaboratively with the board to identify clinical issues that prevent quality and patient safety improvement. Despite this shared quality goal, an eroded sense of shared vision can occur due to competing agendas, economic stress, regulatory pressures and leadership problems.

But working with the medical staff and medical executive team is essential in ensuring a patient safety plan is successful. For many boards this may be uncharted territory: in the past the board focused on building positive stakeholder relationships, philanthropy and setting the hospital’s strategic direction, while the medical staff was responsible for quality of care. Physicians don’t want to be micromanaged by the board, and trustees don’t want to overstep their bounds. But the quality of care provided at the facility is ultimately the board’s responsibility, and increasing involvement will help the board better understand the issues and recognize the resources and technology necessary to achieve greater patient safety.

Some trustees may be uncertain about voicing their opinions around members of the medical staff. A recent article in *Quality Management in Health Care* reported that trustees who lack medical expertise tend to be hesitant to challenge members of the medical staff, or to second-guess how the medical staff disciplines providers for violating procedures. But to successfully improve quality of care, the board and medical staff must work as a team. That requires the medical staff to translate complex medical issues into “plain English” that trustees can understand, and requires trustees to ask questions and stand up for what they believe is right.

The contrasting cultures of physician independence and autonomy and board shared-decision making may be difficult to overcome, but can be achieved through board-medical staff cooperation and effective communication.
communication, relationship-building and mutual respect. The board sets the tone for the hospital by creating a culture that is acceptable to both the board and physicians, creating a “practice friendly environment” through strategic understanding of the issues, ensuring adequate staffing, quality employees, efficient and effective processes, and providing adequate resources.

Board/medical staff relationships can also be enhanced through additional efforts, such as retreats and workshops, one-on-one meetings or focus groups that allow both groups to understand one another’s viewpoints. Conducting a medical staff needs assessment can also help the board to understand physician needs, and physician involvement in strategic planning allows mutual understanding of long-term issues and a shared long-term vision.

If boards struggle to get physicians onboard with a quality and patient safety plan, explaining how implementing the plan will provide their patients with better care will build physician support. Make sure providers know that the changes will result in fewer errors and less harm to their patients, itemizing the specific desired outcomes as a result of the changes. And clearly explain to the medical staff that they will play an integral role in the decision-making and implementation process, and that they will be instrumental in developing and implementing the patient safety plan. The reward will come for the physicians when they see that the care provided at the organization has improved and that their patients are receiving the very best care possible.

Maximizing Employees’ Quality Improvement Commitment. The workforce is responsible for riveting its attention on improving quality and safety within the scope of their jobs, and employees are an integral part of the quality and patient safety improvement team. According to an article in Hospitals & Health Networks, to ensure that employees understand their critical role and maximize employees’ quality improvement commitment, boards should:

- Demonstrate patient safety as a top leadership priority;
- Actively promote a non-punitive environment for sharing information and lessons learned;
- Routinely assess risk to positive patient outcomes;

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**Key Questions for Trustees When Implementing a Quality and Patient Safety Program**

The board’s responsibility in patient safety is simply to monitor performance and demand accountability. Governing bodies should hold themselves accountable for patient safety just as they are accountable for financial performance. According to the American Hospital Association, boards should begin by:

- Asking to see regular reports on patient safety from the facility or organizational managers;
- Requiring root-cause analysis of all errors that lead to injury;
- Setting performance goals for safety improvement; and
- Holding managers accountable for achievable patient safety improvement goals.

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**Leading the Quality and Patient Safety Movement: Steps for Boards**

The American Hospital Association’s Quality Center recommends that boards undertake the following seven steps as they begin their quest for improving quality and patient safety:

1. **Understand the issues.** Attend educational retreats and national conferences, read relevant literature, and recruit trustees with backgrounds in the science of quality (such as engineering, aerospace or manufacturing).

2. **Together with other senior leaders, learn about methods to monitor quality.** Seize the opportunity to bring the board, medical staff and administration together to learn from experts and one another. Attend national meetings as a group and/or bring in guest speakers. Success is dependent on the entire leadership team rallying behind the cause.

3. **Don’t be intimidated by technical jargon.** The board should be focused on ensuring peer review is conducted rigorously, understanding metrics related to outcomes, and asking common-sense questions, not overlooking the details of physicians work. Boards should focus on big-picture questions, such as “how do our results compare with our competitors?”

4. **Challenge your CEO.** Link senior staff compensation to quality outcomes data.

5. **Join national and regional collaboratives.** Participate in opportunities to share knowledge with and learn from other organizations, such as the IHI’s 5 Million Lives Campaign.

6. **Collaborate with physicians.** Hold the medical staff accountable for their delegated quality assurance functions, and keep quality in the forefront of all recruitment and credentialing decisions.

7. **Believe in quality.** Recognize that board leadership can result in profound improvements in quality and patient safety; don’t become passive or defer too much to the medical staff and administration.

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20 Questions Every Washington Hospital Board Needs to be Able to Answer

Governance Accountabilities in the Quest for Quality

- Determine ways employees can learn from one another and share information;
- Involve staff in analyzing causes and solutions to errors and near misses;
- Reward and recognize safety-driven decisions and reporting;
- Foster effective teamwork, regardless of authority, through team training and simulation;
- Implement care delivery processes that avoid reliance on memory;
- Implement care delivery processes that avoid reliance on vigilance; and
- Engage patients and caregivers in the design of care delivery processes.

Ensuring High Quality and Patient Safety. The board can help ensure high quality and patient safety by first ensuring that appropriate resources are dedicated for quality and patient safety initiatives. Boards must remember that quality is embedded in everything the hospital does, and ask themselves: “what is an appropriate amount of money to invest to achieve our quality and patient safety aims?”

Once sufficient resources are allocated, the board and hospital’s commitment to quality and safety must be widely communicated to employees, physicians and the public. That commitment should be followed-up with regular reports and discussion about quality measurements, comparison of the hospital’s measurements to benchmarks, and investigation and root-cause analysis of poor performance or events.

Organizational quality and safety initiatives should also be reviewed regularly to look for improved processes or best practices the hospital can implement. Finally, to ensure long-term commitment to these initiatives, new board members must be recruited who are dedicated to the quality and patient safety efforts.

Strategies for Leadership in Quality and Patient Safety. Each board can individually take actions that advance the hospital’s progress toward its quality and patient safety goals. According to a recent article in Trustee magazine, specific steps boards can take include:

- Asking how patient safety is addressed in the hospital;
- Discussing how the hospital ensures that everyone understands their role in quality and patient safety;
- Familiarizing board members with Joint Commission requirements and additional patient safety materials;
- Speaking publicly about the unacceptability of the current state of patient safety;
- Implementing a proactive patient safety approach;
- Developing a culture of trust, rather than blame;
- Setting an expectation for interdisciplinary error and near-miss investigations;
- Including quality improvement and patient safety in orientation and education;
- Ensuring patients/families are notified as soon as possible if an error occurs;
- Supporting investment in quality and safety;
- Openly engaging employees in patient safety planning, probing for perceptions of risk areas;
- Continuously articulating the business case for safety improvement;
- Personally promoting patient safety;
- Ensuring that resources are appropriate for safety improvement;
- Conducting self-assessments;
- Cultivating media and staff understanding of the issues;
- Ensuring systems are in place for assess individual accountability and competence;
- Sharing personal and institutional patient safety learning;
- Participating in conferences, coalitions and other efforts to improve patient safety; and
- Engaging in initiatives to drive enhancements in regulations, licensing and accreditation agencies that support safety improvement.
The Goal: “Quality Literacy”
A critical tool for advancing quality is continuing governance education and knowledge building. The goal is to build the board’s “quality literacy.”

Quality education planning should include new trustee orientation. Does your orientation emphasize quality? Does it include help in understanding quality reports and dashboards, information about quality trends, a summary of legal and regulatory quality mandates, an explanation of quality terms and acronyms, and a review of your hospital’s quality program, initiatives, challenges and issues? Have you considered assigning new trustees to the Quality Committee to provide them with a deeper understanding of the hospital’s quality commitment and efforts?

More Best Practices
There are more practices that will further the board’s quality governance and leadership:

Goal Achievement and Compensation. Tying executive goals and performance to compensation is critical practice. Achieving certain quality goals should be a part of not only the CEO’s performance evaluation each year, but of every employee’s performance evaluation. Ensure that achievement is rewarded by linking a meaningful percentage of compensation to quality goal achievement. The entire organization should be focused on quality progress, and goals should cascade through all levels of the organization.

Budget. Ensure that quality improvement plans and goals are incorporated into the budget. Identify the resources needed to help guarantee success well enough in advance so they may be incorporated into the hospital’s annual budget process. And if budgets need to be reduced, ask what impact those cuts may have on quality.

Quality Diversity. Evaluate the diversity of your board. Do you have members with quality expertise? That expertise might be clinical and it might be an individual with quality performance improvement experience from an outside industry.

Board Self-Assessment. Does your annual board self-assessment include an evaluation of board and individual quality expertise and practice? Have you considered those findings as you develop quality and patient safety education for the board?

Sources and Additional Information
How does the board ensure that the right issues are discussed in the right way at the right time?

Hospital leaders must navigate through a complex health care environment that continues to come under increasing examination and debate. The effects of the economic recession, implementation of the IRS’ Form 990 changes, the increasing call for transparency, and scrutiny of health care costs and quality mean that boards today, more than ever, must focus their time and attention on the most critical issues confronting their organizations. Board meetings should begin with prepared participants, follows a meticulously-planned agenda, includes respectful, friendly exchanges of ideas and calm deliberations, is conducted by a procedure-savvy chair, is blessed with decisive votes and ends on time. If this is not quite a description of your board’s meetings, read on…

The truth is, the time a governing board spends together in its meetings can make or break its effectiveness. Great board meetings are sure to mean success for the hospital. After all, everyone arrives having done their homework, they know the issues they’ll be discussing and voting upon, they’re committed to treating one another in a civil manner, and they deliberate calmly. If the discussion should ever get boisterous, their chair will skillfully bring them back to order, refocus the discussion, and call for a vote. When the gavel signaling adjournment falls, board members clap one other on the back and congratulate themselves on another productive meeting. Wow!

It may sound like a dream, but it’s a fact that your governing board meetings can move just as smoothly and productively.

Best Practice Number One: The meeting starts before the meeting!
Board members should arrive prepared, receiving their board packet – including the agenda, previous meeting minutes, and several board reports – at least a week ahead of the actual meeting. And, as committed as each board member is to his/her position, every single person has read and studied the entire packet, has prepared ideas to propose during discussion periods, and is in their seat on time.

Too often, board members arrive five minutes early (or late!) and try to speed-read their packet information before discussions begin. That makes it nearly impossible for them to be equipped with the background information they need to discuss agenda items intelligently, and their lack of detailed knowledge can cloud any vote they may cast during the meeting’s progress.

Takeaway tips: Read and study your board agenda several days prior to your meeting. If you have questions, call the board chair for clarification. Clarify your thinking on each scheduled agenda item and arrive prepared for discussion and deliberation. And always be sure to arrive on time.

Best Practice Number Two: A great agenda sets the stage.
Sketchy agendas, or agendas with catchall phrases such as “New Business,” “Old Business,” or “Other Business” do no one any favors. A well-planned agenda can keep a meeting focused and, believe it or not, on time. It can keep discussions from derailing and keep your members on task.

Here’s what a clear agenda contains:

- Time, date and location of the meeting.
Items being considered, with brief descriptions as to “discussion only” or “action (voting) item.”

A suggested time for each item’s discussion (in minutes).

Items of greatest importance placed at the beginning of the meeting; items of lesser importance near the end.

Use of a consent agenda is also a time-saver and keeps meetings on track. A consent agenda is an “agenda within an agenda,” containing items that rarely need discussion. On most consent agendas you’ll find approval of minutes, approval of agenda, the chief executive’s report and various committee reports. On occasion, a consent agenda might include legal documents such as leases or contracts that have already been agreed upon, but need formal approval. A consent agenda gathers all of these “low or no discussion” items into a group, and a vote is taken at the meeting’s outset either giving “consent” to unilaterally approve the entire group, or to pull one or two items out for clarification and discussion (it is assumed that all board members have read the items included in the consent agenda prior to the meeting).

**Takeaway tips:** Pay close attention to your agenda. Note the items that will be discussed and the time allotted for discussion. Come to the meeting with your ideas and thoughts prepared. Expect to spend more time on items of greatest importance, and little time on minutiae. Expect to approve the consent agenda, or be ready to ask that one or more items be removed from it for clarification.

**Best Practice Number Three: Treat others as you want to be treated.**

The cardinal rule of boardroom etiquette is: Treat your fellow board members as you want to be treated. Learn to agree – and disagree – courteously. Speak in calm voices. Don’t interrupt, and don’t try to dominate the discussion. Do speak up, stating your opinions and ideas concisely. Be willing to listen to others’ opinions, and perhaps even change your mind if you hear a reasonable new alternative to a tough issue. If you feel yourself getting hot under the collar, remember your mission to serve the hospital and the community.

Boardroom etiquette and courtesy are often “taught” in board orientation. Adults may not feel they need to be taught, but they do need to be reminded! Many boards these days conduct ongoing member performance evaluations, and some board members have been asked to resign because of bullying ways.

A tremendous aid to keeping the meeting discussions and deliberations civil is for each board member to have a working knowledge of parliamentary procedure, again, often taught in board orientation. After all, rules of order are the basis of civil law.

**Takeaway tips:** Treat others as you want to be treated. Respect others’ right to speak, and listen to their ideas. Expect others to do the same for you. Be calm. Be collaborative. Keep your temper. If you disagree with someone discuss the idea, don’t belittle the person. And learn the basics of parliamentary procedure. It can help keep your meeting friendly and focused.

**Best Practice Number Four: Elect an organized and focused leader.**

A skillful board chair can bring efficiency and order to the most chaotic of situations. Perhaps emergency action is needed on a particular issue: the skillful board chair concisely states the challenge, the background to the issue at hand, and signals the beginning of deliberation. Perhaps one board member is dominating a discussion. A skillful board chair reminds the group of the importance of all voices being heard, and calls upon others for their opinions. Perhaps a board member remains constantly mute, never offering ideas or opinions. The skillful board chair can draw them out, urge their participation, and ask their assistance. Perhaps a discussion is veering off course. The skillful board chair brings it back into focus and keeps tab on the timing of the discussion.

Some boards may find they spend more time discussing past accomplishments or the “good old days” more than they do pressing, difficult issues. The skillful board chair may remind them of health care planning forecaster Ian Morrison’s words, “If you don’t think systematically about the future, you run the risk of not participating in it.”

**Takeaway tips:** Elect and appreciate a skillful board chair. Expect to participate equitably in meetings, or receive a phone call from the chair asking you to either tone it down or step it up. Expect the chair to keep discussions on focus and on time. And expect the board chair to help the board remain a forward-looking organization.

**Best Practice Number Five: Know your deliberative and decision-making processes and how they work.**

Deliberation is one of the key roles of a governing board; it’s where decisions are formed before decisive votes are taken.
Excellent deliberation always begins with a written definition of the challenge before the group, stated in neutral words with key points highlighted. The issue or challenge should tie directly back to the hospital's strategic plan and will be of importance to the hospital and/or the community. The chair details what the deliberation should accomplish, re-stating the objectives. He/she keeps the discussion on target, making certain every person shares opinions and is heard from. Solutions are proposed and alternatives are suggested, leading to a vote being taken or scheduled for the next meeting.

There are several models of decision-making, and board members must understand how their particular board utilizes each method. In the consensus model agreement is reached after all alternatives are on the table, and the group arrives at one opinion. In some instances, the “majority rule” model is employed, where a simple majority decides the issue. In other instances, the board calls for a decision to be made by a super-majority, at least 51 percent of participants carrying the motion. Other forms of majority rule are a 2/3 requirement, and on occasion, 3/4. Sometimes, the full board simply approves decisions reached by the executive committee, although “rubber-stamping” of all such opinions is not a good practice.

Takeaway tips: Know how the deliberative process works, and be prepared to participate. Help make certain that all members are heard from. Know which decision-making models apply in various situations within your board. Do not abstain from voting unless a conflict of interest applies.

Best Practice Number Six: The first five minutes after the meeting count, too.

Many boards pack up and leave the moment adjournment is announced. If you knew your board meetings could become more energized and effective if you gave just five more minutes of your time, would you offer them?

Boards that conduct the most efficient and effective meetings don’t always do so from the outset. They fine-tune their meeting work through the use of individual board meeting evaluations. These evaluations are designed to be completed in five minutes or less, and include yes/no answers with room for suggestions. Simple questions might include: Did the meeting follow the agenda? Was the agenda focused on future issues? Did we start and end on time? Were all members participating in an active manner? Did the board chair lead the meeting skillfully? Comments could also be sought regarding the helpfulness of board packet materials, meeting direction and focus, issues as they relate to the strategic plan, fairness of deliberations, and a sense of whether each member left the meeting knowing what he/she needed to do next.

Takeaway tips: Prepare a short meeting evaluation for every board member to anonymously complete prior to leaving. The board chair and the CEO will utilize information from the evaluations to fine-tune the board’s meeting process.

Many of the reminders presented here are common sense solutions and known by most, but practiced by few. By implementing the six best practices of efficient board meetings, your board can achieve meetings that are highly productive, energetic, inspiring and enhance learning. Your meetings will be memorable – for the RIGHT reasons.

Overview: Six Best Practices for Building Better Meetings

1. The meeting starts before the meeting!
2. A great agenda sets the stage.
3. Treat others as you want to be treated.
4. Elect an organized and focused leader.
5. Know your deliberative and decision-making processes and how they work.
6. The first five minutes after the meeting count, too.

Critical Conversations

Quality and Patient Safety - It’s Job One, So How Well Do You Do It? The expectation of informed, engaged and active participation in quality oversight and leadership should be the foundation for every board meeting agenda. Attaching a measure to the amount of board meeting time spent on quality is one way to stimulate boards to carry out their quality accountability and raise their level of quality and patient safety knowledge, engagement and effectiveness. Being conscious of the amount of governance time spent on quality will raise its prominence on the list of board priorities. Quality should be at the forefront in board discussions and decisions on just about any subject on the agenda.

Executive Compensation: Can You Defend It? Wall Street financial executives aren’t the only ones finding their compensation the subject of news headlines. Increasingly, the glare of publicity is turning on hospital executives as well.

The recent changes to the IRS’ Form 990 are designed to provide greater transparency into executive compensation.
According to a 2009 work plan for the IRS’ Exempt Organizations Division, the division will thoroughly review Form 990 filings for information regarding executive compensation and benefits, and evaluate board practices during examinations.2

Boards should take action to make sure they carry out a sound and defensible compensation process, including:5

- Establishing a comprehensive, written process for evaluating executive compensation;
- Ensuring that no conflict of interest exists for trustees evaluating and approving executive compensation;
- Comparing the executive’s compensation and benefits to that of other similarly situated executives using independent data, surveys and compensation consultants;
- Evaluating and accounting for executive performance against pre-established goals; and
- Documenting the board’s processes, considerations and decisions.

To ensure that executive compensation reviews are rock-solid, hospital boards of trustees should engage in a critical conversation that answers these questions:

- Is the CEO’s full compensation and benefits package documented in a written employment contract?
- Does the board have and adhere to a conflict of interest policy? Is that policy applied to compensation and benefit reviews and decisions?
- Does the board have a compensation committee? If so, is there a policy specifying criteria for committee selection? Do those criteria include freedom from conflicts of interest?
- Does the hospital have a written policy establishing criteria for hiring a compensation consultant, and requiring the consultant to be free of conflicts of interest?
- Have compensation evaluations included comparison with compensation and benefits offered by similar organizations?
- Could nonqualified deferred compensation and/or retirement plans offered by the organization be considered “excessive?”
- Have executive benefits been recently reviewed? Are CEO travel and other benefits governed by a written policy and monitored by the board?
- Is the CEO’s compensation tied to achievement of documented performance measures?

**Community Benefit - How Do You Measure Up?** The lack of a quantifiable measure for community benefit has become a source of debate. At the center of the debate is whether the community benefit provided by hospitals is commensurate with the tax-exempt benefits they receive. According to Steven T. Miller, Commissioner for Tax Exempt and Government Entities of the IRS, the goal of the recent Form 990 revision, and specifically the creation of Schedule H, is to create transparency for hospital practices that in turn will provide for a more-informed review and decision-making process regarding the community benefit standard.1

As allegations of excessive compensation and inequitable levels of charity care and community benefit draw scrutiny and attention, trustees need to engage in a critical conversation that seeks answers to these questions:2,3

- Does the hospital’s mission clearly affirm the hospital’s commitment to serving the community’s health care needs?
- Has a community needs assessment been recently conducted? Can the organization’s strategic initiatives be clearly tied to the highest priority needs identified in the assessment?
- Does the hospital have a written charity care policy? Is eligibility clearly defined? How do patients learn about its availability?
- Have the policy and eligibility been reviewed in response to increasing community needs resulting from economic pressures?
- Has the hospital clearly and comprehensively defined the amount and types of community benefit it provides?
- Is the hospital separating bad debt, Medicare and Medicaid shortfalls from charity care and community benefit activities?
- Does the hospital have a written bad debt policy? Has the board recently reviewed it, and is the board aware of how it’s applied in the current recession?
- Will the hospital’s level of community benefit stand up to public scrutiny?
- How comprehensive is the hospital’s community benefit report? Does it capture all facets of the benefits provided by the hospital? Does it effectively tell the hospital’s full community benefit story to the community?
The Board’s Role in Difficult Economic Times. The impact of the economic recession will be the subject of many critical board conversations for some time. The financial effects on hospitals are now well-evident, and trustees must demonstrate strong leadership to navigate through the economic challenges of rising interest rates, a shortage of capital, credit rating downgrades, lost investment income, increasing numbers of uninsured and underinsured, budget cuts to government programs, declining admissions and elective procedures, and decreased charitable giving.

Engaged participation in board meetings and a detailed understanding of financial issues has never been more important for trustees. Board conversations should include:

- **Constant oversight of the hospital’s financial performance.** Trustees must think openly and broadly, and work together with senior leaders and medical staff leaders to find new solutions for pressing financial issues.

- **Regular review of progress on strategic plan initiatives.** The board should evaluate if strategic initiatives are being impacted by the financial downturn, and if they should be adjusted or reprioritized to account for changing circumstances. Trustees should take into consideration the implications of making adjustments, and the risks of not taking action.

- **Discussion of subsidized and uncompensated care needs in the community.** The board must understand how health care needs are trending, if the organization has the resources to continue to meet changing needs, and what plans are in place to support those resources if the trend continues for the foreseeable future.

- **Continued evaluation of charitable giving levels.** Has the board developed and implemented a detailed and strategic fundraising plan? Are strategies being tracked and plans adjusted accordingly? Are new and innovative opportunities being developed? Do trustees model support by personally giving to the hospital? Are donor relationships being nurtured? Is hospital news shared, and are there opportunities for donors to interact with senior leaders and the board?2,3

Hospital and Medical Staff - Partners in Care. To succeed in today’s changing health care environment, hospitals and their medical staffs must be closely aligned and work collaboratively. The delivery of care is shifting from traditional structures to models that incorporate integrated approaches, continuums of care, quality outcome measures and global payments. Examples of this can be found in programs like:

- CMS’ payment to both hospitals and physicians for data reporting which is designed to encourage and promote both quality and cost effectiveness.11

- CMS demonstration programs designed to evaluate hospital/physician collaboration coupled with global payment and permitted gainsharing, or sharing of cost savings between hospitals and physicians (examples include Medical Hospital Gainsharing, Physician Hospital Collaboration Demonstration, Acute Care Episode Demonstration).11

- Insurer development of contract structures like Blue Cross Blue Shield of Massachusetts’ “Alternative Quality Contract,” a five-year contract that provides a global payment for total health care costs adjusted for health status and inflation. The contract includes an incentive payment for aggregate hospital and ambulatory quality performance based on clinical process, clinical outcome and patient experience measures.12

- Recognition by the Federal Trade Commission of “clinical integration” as a valid practice that does not violate antitrust regulations.8

- Emergence of the complete care of a patient, from first encounter for an acute illness to the last encounter, as the basis of payment. The structure is designed to incentivize coordination of care and quality outcome versus fee-for-service payments which are typically viewed as payment for volume of care.10

Hospital leadership must be a positive, collaborative, results-producing effort between the administration, the medical staff and the board of trustees. The medical staff must participate meaningfully in hospital governance, and actively contribute to strategic directions and decisions. Board members must act as catalysts for physician participation, and ensure that decisions benefit both at-large community interests as well as the interests of the physician community. Board members must assure that discussions and analysis are mission-driven, and meet conflict of interest standards. Finally, trustees must consistently monitor strategic direction, and hold both managers and physicians accountable for achieving targeted outcomes.

Nurturing a trust-based board/medical staff relationship will help to ensure the hospital’s ability to respond most effectively to future issues, challenges and changing payment and care delivery structures. Consider the following suggestions for building trust between hospital leadership and the medical staff:
1. **Develop a formal hospital/physician relationship.**
Hospitals can increase market share by systematically seeking physicians’ input and aggressively addressing their concerns.

2. **Pursue the joint development of ancillary services.**
Health care organizations and physician groups should seek opportunities to form mutually beneficial partnerships to expand or reinvigorate these services.

3. **Involve physicians in leadership.** When physicians and hospitals work in the spirit of partnership facing strategic issues, that spirit goes a long way toward ensuring mutual success.

4. **Offer physicians choice.** Individual relationships should be pursued that meet the interests and comfort levels of both specialists and primary care physicians, rather than a “one-size-fits-all approach.”

5. **Stick to the basics.** Establish a foundation of trust, a demonstrated economic benefit for all parties, and a shared commitment to meeting community health needs.

A critical conversation about hospital/medical staff relations alignment may include:

- What leadership roles do physicians hold in our organization?
- What roles could or should the organization consider physicians for?
- What skills, experience or attitudes are important in physician leadership positions?
- Are physicians properly prepared to take on leadership positions?
- How can the hospital help physicians prepare for leadership opportunities? Should or can the hospital develop a physician leadership development program?
- What opportunities for hospital/physician collaboration may be pursued?
- If gainsharing programs, integrated hospital/physician contracts, or similar hospital/physician opportunities presented themselves, is the organization ready to take advantage of them?
- What is the medical staff’s perspective on these questions? Has the board heard and listened to first-hand accounts of physician views?

### Sources and Additional Information


### Quality


### Executive Compensation


**Community Benefit**


**Economic Times**


**Medical Staff Alignment**

How does the board ensure strong and effective executive leadership?

Hospital CEOs and their boards must build and sustain vibrant, trust-based relationships in order to successfully navigate the opportunities and challenges in today’s complex and fast-paced health care world. That trust requires leadership excellence in a number of key areas, including clear and consistent communication, adherence to well-defined roles and responsibilities, and clear CEO performance expectations and accountabilities that are appropriately rewarded using responsible compensation assessment policies and procedures.

The board/CEO relationship should be a trusting partnership, where both trustees and the CEO work together, united as a team to achieve the greatest level of organizational success. The relationship can be enhanced through a clear understanding of one another’s needs and expectations, clear and consistent communication, shared goals and objectives, dialogue-rich and purposeful meetings, and a constant sharing of timely and critical information. Those are the ingredients of a successful partnership and relationship.

Good chemistry between the board and its CEO is absolutely vital to organizational success. Mutual respect, candor and absolute trust distinguish the very best board/CEO relationships. Trust, however, is the most critical component for boards and CEOs. Communication and effectiveness are the results of trustful relations.

Building Trust
Trust plays a vital role in the ability of the CEO and trustees to communicate openly and honestly. Without trust, individuals may be hesitant to participate in discussions, raise issues, or share their viewpoints.

In order to build mutual trust, the board and the CEO must rely on one another for support, consultation and advice, and complement one another’s strengths and responsibilities.

The CEO must build a positive rapport and a close professional relationship with all board members. He or she must understand clearly what motivates each trustee to be involved with the organization, and be deeply knowledgeable about the interests and needs of each individual trustee.

The CEO must also be aware of any gaps in trustees’ understanding of current issues and trends, ensure that regular board education responds to trustees’ needs, and encourage trustees to learn and ask questions in an open, safe environment. CEO attentiveness to individual trustees’ needs demonstrates interest and support, and helps build a positive, trustful environment for dialogue and decision-making to take place.

When the board/CEO relationship is good, the board has supreme confidence in the CEO’s ability to lead the organization, and in the board’s ability to provide encouragement, support and outside perspectives to help enable that leadership. When its good, the board and CEO are able to work together in a collaborative fashion to design clear, focused approaches to challenges and issues, because they address the right issues in the right way at the right time. Both enjoy a sense of command of the organization and a sense of fulfillment and satisfaction in the roles they play in organizational success.

On the flipside, when the relationship lapses and ends up in the “relationship ICU,” persistent questions about focus, intent and appropriateness permeate board discussions and inhibit effective board decision making. Much second-guessing takes place, oftentimes behind the scenes or in the parking lot. Coalitions and factions begin to form and important decisions are tabled due to uncertainty or a lack of trust. And a downward spiral of trust and confidence results.
20 Questions Every Washington Hospital Board Needs to be Able to Answer

Building Bonds: Pathways to Better Board/CEO Relationships

The Board-Savvy CEO and the CEO-Savvy Board

The Board-Savvy CEO

In the BoardSource book, “The Board-Savvy CEO”, the authors identify four characteristics of a board-savvy CEO:

- A positive, constructive attitude and well-developed emotional intelligence to work with the board. Board-savvy CEOs nurture their board as a precious asset, and they welcome and demand strong board leadership.

- Board-savvy CEOs are experts in high-impact governance. That means they not only devote significant time and attention to working with their boards, they also develop significant knowledge and expertise in the area of board leadership. They understand what it means to be a high-impact board, and how board culture, and structure and processes play into producing high-impact governance.

- The ability to play an active role in helping the board develop its capacity to produce high-impact governance. Board-savvy CEOs take accountability, along with their board, for continuous governance and leadership improvement. Good is not good enough for these board-savvy CEOs.

- Board-savvy CEOs pay very close attention to keeping their working relationship with the board fine-tuned and healthy. They recognize the highly diverse needs, emotions, governing styles and personalities present in their board, and work to ensure that board members work together collegially and with a sense of purpose. They communicate effectively with their boards to keep a healthy, trust-based relationship. And they encourage their board to undertake a thorough, rigorous annual board self-assessment in order to understand board needs and build bridges to better governance. We’ll be talking about governance best practices in board self-assessment during next month’s program.

The CEO-Savvy Board

It’s equally as important for the board to be CEO-savvy as it is for the CEO to be board-savvy. The CEO-savvy board:

- Is always “on the same page” with the CEO. Board members are careful not to become involved in hospital operations, roam the halls like a manager, discuss management issues with physicians and staff, or give any kind of direction to employees. They never engage in “behind-the-back” discussions, which only lead to an atmosphere of mistrust between the CEO and the board.

- Focuses on strategy and policy, not minutia. In addition, they deal only in evidence, not in anecdote.

- Sets clear performance expectations with the CEO and provide candid feedback on a regular basis. They want the CEO to understand where he or she is in the eyes of the board, and increase the CEO’s sense of security and command.

- Understands the critical importance of confidentiality. They never share confidential hospital information with people outside the board, and understand that this is a critical piece of their fiduciary responsibility.

- Values governance participation and productivity. They recognize that what happens during the critical time that board members meet sets the stage for everything the CEO does following the meeting. They use their meeting time productively and efficiently, and focus on ensuring that steps to be taken following the meeting are clear and concise, and understood by all.

Creating Success: Mutual Needs

Establishing a successful relationship takes work on the part of the board and the CEO. There are a number of ingredients inherent in a good Board/CEO relationship, including:

- Communication is clear, crisp, concise and accurate, and candor is the order of the day;

- Both the board and the CEO are “on the same page,” and display a mutual understanding of issues from their own unique perspectives;

- Roles, responsibilities and accountabilities are clear and well-expressed;

- The board has a clear understanding of its policy and strategic “place” in the leadership continuum, and egos are not allowed to suppress the important work at hand; and

- A strong sense of synergy results from a mutual understanding of what both the CEO and the board bring to play in tackling the complex challenges that face the organization.

Board Needs. The board needs to have an understanding of emerging issues that will drive organizational need and organizational success in the future. In addition, board members need to understand the nature of the barriers to success from the CEO’s perspective, and understand precisely how they can be the best leadership asset to the CEO and the hospital in dealing with these issues and barriers. Crisp, clear and concise overviews assist the board in keeping their thinking at a high level, and avoid the tendency to “wander” into operational areas that are inappropriate.

CEO Needs. The CEO needs to understand the information and perspectives the board requires in order to lead with purpose
and vision. He or she needs to have a board with curiosity, and a culture of candor and commitment. This requires energetic participation, creative thinking and a willingness to challenge the status quo.

If the board/CEO relationship is not operating at a productive, high-level, there is always the looming potential for leadership to descend into a destructive spiral of mistrust, miscommunication and misunderstanding.

**Purpose Wandering**

Board members sometimes, knowingly or unknowingly, begin to wander into the CEO's domain, and the results of that meandering can be problematic. To avoid “purpose wandering,” roles and responsibilities should be clearly expressed in writing. This helps define the fine line between strategic leadership and operational leadership. Too often roles and responsibilities are unclear and unfocused. A formal, written set of roles and responsibilities will help prevent both the board and the CEO from inappropriately trying to assume the other’s responsibilities.

For example, while the board is responsible for the high-level strategic focus and direction of the organization, the CEO and his or her administrative team is responsible for the day-to-day operations and details of designing action plans implementing the strategic plan. One is the “what”, the other is the “how”.

On a global basis, the board is responsible for the selection and evaluation of the CEO, high-level strategic planning, the development of policies and procedures and approving decisions with strategic implication - such as budgets, facility and equipment decisions and personnel policies. These specific policies or procedures are often recommended to the board by the administrative team, who rely on the board to review the information and discuss the pros and cons of each decision before coming to a consensus.

In contrast to the board’s high-level focus on long-term planning and approval of budgets and policies, the CEO is responsible for ensuring the day-to-day operations fulfill the board’s long-term plan for the organization. The CEO provides regular updates to the board about the organization’s success in achieving its goals; informs the board about current and emerging challenges facing the organization; and presents budgets, capital purchases, personnel decisions, fees and billing and collection policies, and potential new policies or procedures to the board for review and approval.

When trustees and the CEO focus on fulfilling their respective roles, the result is an organization that is able to leverage the best resources of both of these important leadership assets.

A good idea for delineating responsibilities is to develop a matrix of responsibilities in a broad range of areas, such as hiring, budgeting, personnel policies, compliance, advocacy, community relations, quality, credentialing and more. The group or individual’s specific responsibility may then be clearly defined, and gray areas can be avoided. The matrix should briefly define whether the individual or group develops, directs, reviews, provides input, and/or approves work in each area.

**The Board Meeting: The Center of Communication Success or Failure**

The board meeting is the center of communication and relationship success or failure. Unfortunately, board meetings are often not as effective as they should be due to poorly planned agendas, time wasted on routine reports and too much emphasis on operational issues and details, thereby frustrating the CEO.

Board meetings often focus on mundane details that have little impact on the long-term strategic direction of the organization, when instead they should focus on the vision, values, governance policies and strategic leadership issues critical to future success. It’s essential that all board members be fully-informed about important issues, and that agendas be geared toward the strategic future of the organization. If boards only ensured this one single leadership focus, board and CEO relations in hospitals across America would improve dramatically.

**Ensuring Effective Meetings.** Effective, high-performance boards spend most of their time on important strategic and policy issues. They engage in rich discussion and dialogue, assess outcomes, and participate in ongoing education. They focus on the issues that are most critical to the organization, and where they can have the greatest impact.

One way to ensure that meetings are focused on where the hospital is headed, rather than where it has been, is to design the agenda around the “25/75” rule. According to many governance experts, no more than twenty-five percent of meeting time should be spent discussing past issues, and on retrospective reporting and analysis. At least seventy-five percent of board time should be dedicated to issues in which the board has the greatest impact: planning, setting policy, making critical decisions, and setting future direction.
The CEO plays a major role in this area. He or she should ensure that trustees receive materials to review well in advance of board meetings to avoid grumbling about a lack of time to become familiar with the issues. In addition, the CEO should work closely with the board chair to ensure that meetings are orchestrated to maximize meaningful dialogue and a focus on the future.

**How Did We Do?** The first five minutes after the board meeting count, too. Many boards pack up and leave the moment adjournment is announced. But what if you knew your board meetings could become more energized and effective if you gave just five more minutes of your time at the close of each meeting?

Boards that conduct the most efficient and effective meetings fine-tune their meeting work through the use of individual board meeting evaluations. These evaluations can be completed in five minutes or less. Simple questions might include:

- Did we focus on the right issues?
- Did all members participate in an active way?
- Did we develop our “knowledge capital” with pinpointed board education?

Comments could also be sought regarding the helpfulness of board materials, meeting direction and focus, issues as they relate to the strategic plan, fairness of deliberations, and a sense of whether each member left the meeting knowing what he/she needs to do next. Completing these individual meeting evaluations helps the CEO to continually refine the board agenda, and respond to board needs.

### Executive Sessions

One of the most productive places for candid and forthright board/CEO discussion to take place is in an executive session.

Executive sessions are settings that allow the board to handle confidential matters behind closed doors without staff or “outsiders” present. They typically take place following adjournment of the regular board meeting, but they may also take place before or during the meeting.

Appropriate topics for an executive session may include personnel matters, investigations or updates on alleged improper conduct, CEO performance assessment, aspects of strategic planning, legal negotiations and financial discussions with an auditor.

In addition, there are times when the board simply needs to have an opportunity to openly and confidentially share opinions among board members on a particular topic. In order to be effective and not misused with a “shadow-agenda,” executive sessions should address only pre-determined issues and not delve into discussion and decision-making that could more appropriately be conducted in the regular board meeting. The executive session is not an excuse to avoid difficult topics and conversations, or inappropriately hide board deliberations behind closed doors.

**Good Reasons for Executive Sessions.** Holding regular executive sessions can go a long way toward building a strong sense of connection and communication between the board and the CEO. The executive session enables both to engage in the kind of dialogue that is oftentimes difficult during regular board meeting when staff members and, in the case of public hospitals, the press and members of the community, may be in attendance.

### Legal Language Trustees Need to Understand

| **Disqualified Person** | A “disqualified person” in compensation matters, according to the IRS, is any executive who can exercise “substantial influence” over the organization. Examples of persons with substantial influence include persons making substantial contributions to the organization, those who draw compensation based on revenues from activities under the CEO’s control, persons with managerial authority, or who serve as key advisors to a person with managerial authority, and trustees actively involved on the board at the time an executive of substantial influence earns an “excess benefit.” |
| **Excess Benefit** | An “excess benefit” is an economic benefit that exceeds the value of the disqualified person’s services. The excess benefit is the difference between the value of what the organization receives, and the value of what’s been given to the disqualified person. An excess benefit transaction can occur when the disqualified person’s compensation is considered above fair market value, or is deemed unreasonable. |
| **Intermediate Sanctions** | “Intermediate sanctions” are financial penalties imposed by the IRS on managers of tax-exempt organizations that engage in excess benefit transactions. You never want to see a letter from the IRS with the words “immediate sanctions” on it. |
Rules of Engagement. The following rules are critical to observe in order to ensure successful executive sessions:

- Executive sessions should be short and highly focused;
- They should never be used as a method for operating “under the radar” of the regular board meeting;
- They should not be an ad hoc, anecdotal free-for-all;
- If the CEO is not present, he or she should be provided with a summary of the session immediately after the meeting; and
- Sessions should be held with the CEO’s support and approval.

CEO Compensation and Evaluation

One of the most important board responsibilities is hiring, motivating, and retaining the hospital CEO. Maintaining clear performance expectations and ensuring a regular compensation and performance review of the CEO encourages frequent and open communication between the board and CEO, and helps ensure the CEO’s performance drives achievement of the hospital’s goals.

Throughout the process, it’s critical that board members maintain an organization-wide focus, ensuring that the CEO’s compensation is aligned with the organization’s goals, and that no conflict of interest exists between board members and CEO compensation decisions.

The Board’s Role in Compensation Assessment. When determining CEO compensation the board should take into account a variety of factors, including overall organizational performance in meeting board expectations; the challenges and risks addressed by the CEO; a comparison of the CEO’s compensation with his or her peers who lead similar sized organizations; the risk or volatility of the position; the CEO’s tenure in the organization; and the implications of the loss of the CEO in the event that inadequate compensation causes the CEO to seek employment elsewhere, or become the target of executive recruiters who are constantly on the lookout for high performers to recruit for their clients.

The compensation and performance evaluation is straightforward, but it does include a number of key steps that should be undertaken in a logical and progressive order.

The process begins with a clear definition of the role of the compensation and performance review process in building leadership loyalty and commitment, and ensuring leadership success and continuity. In addition, a compensation committee should be established, and its purpose should be clearly defined in the document that includes the committee’s mission, composition, objectives and action plans, responsibilities and time frames, and projected outcomes.

The Compensation Philosophy. Once the board’s role has been clearly defined, a compensation philosophy should be developed, which includes the role of CEO compensation in stimulating high-performance, and as a reward for achieving board-approved priorities. The philosophy should outline the
organization's position regarding the level CEO compensation should be at relative to the CEO's peer group, and define the organization’s philosophy on pay-for-performance. It should be tailored to and support the organization’s culture, mission and strategy, and it should explain the values and goals the hospital seeks to reward.

**The Compensation Policy.** Once the compensation philosophy has been developed, a policy to support the philosophy should be created. Like the philosophy, the compensation policy should be aligned with the hospital’s mission and strategic goals. It should define such areas as the purpose of the performance and incentive compensation program; the process for controlling and administering the compensation and performance review; the criteria for the identification of incentive targets and the payment of performance incentives; the timeframe for the evaluation process; and details of the process for payment of incentive compensation earned in the event of the CEO’s termination, death or disability.

**CEO Engagement.** The CEO should be engaged in the process early-on to ensure that he or she agrees with the compensation committee’s work plan, and that there is enthusiastic CEO buy-in to the compensation philosophy. The CEO should provide input to the compensation committee to enable it to best understand his or her contribution to organizational success. This is typically done later on in the process, when the CEO reports on the results of his or her personal objectives and success in achieving board-defined performance objectives.

**The Compensation Evaluation.** It’s at this point that the serious work of the compensation committee begins. The committee should evaluate current trends in CEO compensation and seek out information on comparative salary, incentive compensation and benefits for organizations of similar size around the country. At the same time, the committee can begin to define the parameters for the CEO’s evaluation and determine the performance criteria to be used. At this point, it is critical to reengage the CEO to ensure that he or she is in agreement that these criteria are appropriate, and that he or she agrees to be held accountable for achieving them.

### What Protects Boards and Individual Trustees?
There are some inherent legal risks in CEO compensation assessment that trustees need to understand. There are three key ways for the board to protect itself and individual trustees in deliberations and decisions about executive compensation:

- Executive compensation must be approved by the governing body, or by a compensation committee whose members have no conflicts of interest;
- The governing body or compensation committee should collect and use relevant data to establish fair market compensation levels when approving executive compensation; and
- The basis for compensation approval must be adequately documented in written or electronic records.

When trustees ensure adherence to these compensation principles, they have what the IRS refers to as “rebuttable presumption.” A board has rebuttable presumption on the reasonableness of executive compensation if it approves CEO compensation based on appropriate data that helps determine comparability or fair market value, and documents the basis for its determination at the time it makes its decision.

### The Compensation Committee
The board is solely responsible for ensuring that the CEO is appropriately and fairly compensated. According to Larry Tyler, president of Tyler and Co., an executive recruitment firm,
before the CEO evaluation process can begin a number of questions must be considered. For example, what performance areas should be evaluated? What individuals or groups will have the most amount of insight into the nature of the CEO's performance? What steps should be followed, and what methodologies will be used? Who is responsible for ensuring that the performance evaluation remains on track? And how will the results of the evaluation be used and communicated to the CEO?

**Compensation Committee Responsibilities.** The compensation committee should ensure that:

- A current written CEO job description for the CEO that has been reviewed and approved by the CEO;

- There is agreement by the board and CEO on the performance measures that will be used to evaluate the CEO's success;

- There is full agreement with the CEO on the basics of his or her compensation, including base pay, annual incentives, benefits, and additional executive benefits, as appropriate;

- The board has full knowledge of the comparability of the CEO's compensation to that paid to CEO's in organizations of similar size and scope; and

- There is a process for regularly reviewing the compensation strategy to ensure its alignment with the organization's mission and goals, market strategy, critical success factors, changes in CEO responsibilities and the dynamics of the health care market.
The compensation committee should utilize benchmarking data that satisfies all IRS requirements, including an examination of compensation levels paid by similar organizations, both taxable and exempt, for comparable positions. It should compare the hospital to organizations similar in size, and utilize compensation surveys compiled by independent firms and/or organizations.

Conducting the CEO Compensation Review
The Hay Group’s Hospital Compensation Report, the most comprehensive and widely used compensation benchmarking resource in health care, is an excellent resource for data on comparing CEO compensation to defined peer groups. The Hay Group annually compiles hospital compensation trends by gathering compensation data for hospital CEOs and other health care executives in approximately 800 health care organizations throughout the country. In addition, compensation may also be compared to data derived from other reliable hospital CEO salary surveys from state hospital associations. Inflation implications should be considered, and current market trends for base pay and incentive pay compensation structures should be factored into the analysis.

The degree of success of the CEO in achieving board-approved objectives should also be a major factor in determining CEO salary and incentive compensation. Trends in various financial and operating indicator areas, and the organization’s financial and operating success over the previous year should be considered by the board of trustees when reviewing the CEO’s compensation structure and level. These operating and financial indicators may be compared to other hospitals in the organization’s peer group (for example, by revenue, number of beds, geographic location, etc.), using resources such as the Ingenix Almanac of Hospital Financial and Operating Indicators.

Ensuring Performance and Alignment: The CEO Evaluation
Establishing a CEO compensation process is an important first step, but there’s more to be done. The CEO evaluation provides the CEO with specific direction on board expectations, and ensures a consistent focus by the CEO on the board’s most urgent and critical priorities.

In essence, the evaluation is a process for ensuring continuous leadership accountability, renewal, focus and success. Successful CEO evaluation will identify and confirm the essential functions and personal attributes necessary to CEO success, and provide a valuable opportunity for well-planned, constructive two-way communication between the board and the CEO. It will identify specific areas requiring increased attention by the CEO, and will ensure that the CEO is appropriately rewarded for his or her performance in meeting the board’s expectations.

The board’s responsibility is to keep the leadership and the organization focused on achieving the mission and vision. The board defines the leadership competencies and personal attributes required by the CEO, the organization’s most important executive leader. In order to fulfill its responsibility, trustees must have a clear understanding of CEO responsibilities and accountabilities, the unique challenges the CEO faces, the nature of the highly-competitive marketplace for high-performance CEO talent, and the key motivators that drive the CEO to succeed.

Communicating Results and Driving CEO Performance Improvement
Communication of the results of evaluation and compensation decisions to the CEO in a timely manner is important in building a climate of trust and maintaining a strong relationship between the board and the CEO. The discussion of the CEO’s evaluation should be used as a tool to strengthen the relationship between the CEO and the board, enhancing communication and identifying both strengths and potential areas for improvement. When sharing the results, a meeting should be held with the board and CEO to present the findings and provide the CEO with an opportunity to give feedback.

Action Agenda
- Examine your compensation and performance evaluation process and policies. Do they satisfy the IRS’s requirements for rebuttable presumption? Do they inspire CEO commitment and loyalty? Do they energize and reward high performance?
- Have a candid conversation with your CEO about your board/CEO relationship. How trustful is it? How can it be improved? What are the barriers to better dialogue and streamlined accountabilities?
- Reexamine your respective roles and responsibilities. What are the major functional leadership areas of responsibility? Where is there a clear delineation of authority and responsibility? Are there grey areas? If so, how can they be clarified?
Building and maintaining focused, accountable and visionary trustee leadership is one of the principal challenges for hospitals in today’s turbulent health care environment. Hospital boards face difficult choices in a time of burdensome governmental regulation, inadequate reimbursement, increasing competition and shifting community needs. Complexity, financial strain and demands for a greater level of governance accountability require motivated, knowledgeable trustees who understand how to think and lead strategically in today’s demanding environment.

High-Level Purpose of Strategic Planning
A highly effective strategic plan is not simply a set of strategies, plans, budgets and responsibilities. Instead, it’s an ever-evolving process of examination of the market, forces for change, and other current information that helps the board to understand changing dynamics, and continually reshape or fine-tune the hospital’s strategic direction.

In essence, strategic planning is an organized, systematic approach for understanding and dealing with the hospital’s future possibilities and uncertainties. It takes an “outside in” view of the organization, and what is required to achieve the defined objectives expressed in the mission and vision statements.

In order to be successful, a high-performance strategic plan relies on the viewpoints of a broad range of constituents and stakeholders. To accomplish that, the hospital’s planners must reach out to people and organizations throughout the community, and engage them in meaningful discussions about their views of the hospital, community health needs, barriers to care, issues of access and more. Typically, this is accomplished through a community needs assessment, interviews, surveys and focus groups with physicians, employees, business leaders, elected officials, opinion leaders and others whose views are important to understand in shaping strategies for a successful future.

The strategic plan should also help the hospital’s leaders determine a meaningful, realistic, challenging and compelling vision of the future. The key for the board is to ensure that the hospital’s vision truly means something. Finally, a high-performance strategic planning process ensures a clear understanding of the resources required for strategic success, and the accountabilities of everyone in the organization for performing their part in ensuring strategic success.

Three Important Truths to Understand About Strategic Planning
While it can seem to be an overwhelming and highly detailed process, in the final analysis there are three important truths that hospital boards should understand about strategic planning.

1. First, board members don’t need to know everything there is to know in order to make intelligent decisions and wise choices about the future. There is an overwhelming amount of information available at any given time that may be relevant to the planning process. Trustees need to have assurance that senior leadership is asking the right questions and utilizing the appropriate tools to ensure an evidence-based, outcomes-focused process.

2. Second, because of the rapid pace of change in health care, what organizations know today is very different from what they’re likely to know tomorrow. That means that strategic planning processes, structures and systems need to be nimble and flexible, and that the plan must be able to be adapted to new information and new realities of the future that have not yet been envisioned.
3. **Third, trustees will never know everything they’d like to know to be totally confident in every decision they make.** What they need to have is the assurance that the board’s “knowledge bank” has sufficient “capital” to ensure that the decisions they make, and the directions they outline for the future of the hospital can withstand scrutiny.

### Steps in the Strategic Planning Process

While the process itself can be very detailed and complex, depending upon the hospital’s size and market, there are five key steps in a typical strategic planning process:

1. **Ensure a Strong Foundation.** Step one begins with the three critical components of the hospital’s foundation: its mission, values and vision. While the mission and values may change little over time, the hospital’s vision is an ever-evolving look into the future. The board of trustees should ensure that these three components are carefully examined:
   - Is the mission as presently stated still a meaningful and memorable description of the core purpose of the hospital?
   - Are the values or principles underlying the mission still relevant?
   - Is the vision, or what the hospital is striving to achieve, still a challenging but realistic stretch?

2. **Understand the Environment.** Step two involves conducting a thorough and comprehensive scan of the environment, both inside the organization, in the community and nationally. The board should ensure that the hospital’s strengths, weaknesses, opportunities and threats have been fully explored in a way that results in strategic change. In addition, the board should ensure a robust examination of demographic trends, economic trends and forecasted community needs, and ensure that the vision, goals and strategies developed respond to both external trends and internal issues and opportunities.

3. **Understand Challenges and Opportunities.** Steps three is to utilize the findings from steps one and two to define the primary challenges, barriers, and opportunities confronting the hospital, and determine the factors most critical in future success.

4. **Set the Direction.** Step four involves board assurance of a careful analysis of changes to existing strategies, or development of new strategies that respond to environmental change and that capitalize on the most significant opportunities for the hospital as it moves forward.

5. **What’s Most Critical?** Finally, step five entails careful prioritization of strategies and objectives to ensure their match with the mission and vision, using rating criteria such as urgency to achieve, feasibility of success, and overall impact on community health and the hospital’s competitive position.

### Strategic Plan Elements

When the strategic plan is completed the hospital will have assessed its mission, conducted a thorough environmental scan, recalibrated its vision based on emerging trends, issues and opportunities, and will have conducted a wide and deep analysis of strengths, weaknesses, opportunities and threats.

Following that fundamental work, strategies will be developed and measurable objectives to achieve the strategies will be formulated.

It’s important for board members to know that their primary strategic planning responsibility is contained in these critical areas. Once this work has been accomplished and the board is satisfied with the broad strategic direction of the hospital, the management team can go to work to develop action steps, communicate the plan throughout the organization, and ensure that everything is in place to ensure a successful strategic implementation.

### What Does a Good Plan Achieve?

Before the hospital begins the development of an action plan for undertaking its strategic plan, the board should ensure a full understanding of what it seeks to have the plan achieve. Management teams will often, and for good reasons, become consumed with financial and operational issues and challenges. It is the primary responsibility of the board to ensure that the hospital’s mission, values and vision remain at the center of the strategic planning process. This focus will help ensure that the strategic plan has timely, responsible and realistic goals that support the mission and vision.

An aggressive strategic plan requires strong and effective leadership to meet the new opportunities and challenges that will develop as the plan is being carried out. The board should ensure that its own governance leadership, as well as executive
The Board’s Role in Strategic Planning

Powering Strategic Success: Nine Key Governance Assets and Abilities

The board plays a significant role in ensuring the success of the hospital’s strategic plan. However, fulfilling that role isn’t easy. It requires a number of governance assets and abilities that must be consistently practiced in order to ensure strong and effective leadership of the strategic planning and change process.

1. The board must have the ability to pioneer new thinking and new responses to emerging community needs. That requires innovative thinkers able to think outside the customary boundaries of strategic planning.

2. The board must have the ability to create and nurture a culture that welcomes and embraces change as a creator of new opportunities. Change is and will be a constant in health care. It needs to be accepted and utilized as a strategic asset, not a success inhibitor.

3. The board must have the ability to deal forcefully with unplanned and unexpected change. In order to do that, the board must carve out adequate time on every board meeting agenda to discuss emerging trends, issues and challenges, and determine their relevance to the strategic plan.

4. The board must realize that there is no straight path to the future. Instead, the dynamic, rapid-change maze hospitals must navigate requires governing boards to be able to think creatively through strategic responses to a wide range of scenarios. Accomplishing that requires a governance environment and infrastructure capable of fully capitalizing on board members’ knowledge, insights and experiences. This leadership capital is essential to the hospital’s strategic success.

5. Strategic governance leaders also have the ability to define the community benefit and value created as a result of successful execution of the plan. The ability to define, measure and report benefit and value is becoming increasingly important in today’s hyper-scrutinized environment.

6. A focus on vision and outcomes, vs. programs and actions, is vital to strategic planning success. The board should be most concerned with the “what,” rather than the “how” of strategic planning. That requires a consistent focus at the very highest level, leaving the details of plan implementation to those who are accountable for it.

7. New information and knowledge is not useful unless it’s put to work. The board must have the ability to make rapid, timely and well-informed decisions resulting from their commitment to continuous knowledge development.

8. Strategic winners are those who develop the ability to anticipate market needs and opportunities ahead of their competitors. This governance asset is a powerful companion to management’s day-to-day focus on strategic implementation.

9. The ability to lead with purpose and consistency through unplanned and unexpected change gives senior leaders and employees confidence in the organization’s ability to adapt its strategic thinking and strategic responses when necessary.

A good plan also has a logical, clear strategic fit of plans and resources. The board should ensure that when a commitment to undertake strategies and achieve objectives is made, adequate resources exist to ensure their success. This requires a careful process of prioritization.

One of the key factors in the success of any strategic planning effort is how well its focus will be embraced and supported by the broad community – physicians, patients, consumers, businesses and payers. To accomplish this, boards of trustees need to be active “community connectors.” They need to be strong advocates, educators and promoters of the hospital in the community, and build awareness, understanding and loyalty to the hospital as the community’s most important and most needed health care asset.

Finally, a good strategic plan is measurable. The board needs to know precisely how well the hospital is progressing in achieving its stated strategies and objectives. The way to accomplish that is through a robust set of “key performance indicators” or “vital signs” that tell the board if potential “strategic gaps” are developing.

Key Board Responsibilities and Opportunities

Governance leaders play a unique and very important role in the hospital’s strategic planning process, and in its ongoing strategic success. The role of the board is to be a leader, a motivator and a catalyst for strategic success. The board does not need to be involved in the details of strategic plan development and implementation.

It’s the strategic thinking role that is absolutely unique to the board in the strategic planning process. Simply stated, the board should govern and lead the strategic plan, not create or manage it. But that simple statement too often gets lost in misunderstanding, miscommunication, misapplication and missed opportunities.
The board is the driver and keeper of the organization’s mission, values, vision, goals and strategies, but it should not dictate the plans for delivering on those expectations. When it does, it ceases to play a governing role, and instead plays a management role, blurring the lines between these two critical elements. The board bears ultimate responsibility for the design of the strategic planning process and for the organization’s success or failure. To fulfill this responsibility the board must assume a strong and focused leadership role; it cannot afford to stand back reactively waiting to see what developments will unfold in the marketplace.

The board must be able to engage in new thinking and help executive management develop new directions to successfully compete in an increasingly challenging marketplace. Board leadership must be fast, fluid and flexible, and power an expectation of innovative ideas, new thinking and new directions to successfully compete in today’s turbulent environment.

Effective board-level planning emphasizes a continual strategic dialogue into which are continually fed new information, new ideas and new perspectives, and out of which emerges a constant stream of strategic development opportunities.

Why Strategic Plans Fail
One reason plans may fail is because the board does not make strategic planning a high enough priority and does not hold executive management appropriately accountable for plan outcomes.

Achievement of the hospital's mission and vision is the number one job of the board. And the best way to ensure that the mission and vision are achieved is to have a strong, vibrant and outcomes-focused strategic plan. Furthermore, the best way to ensure that the plan is meaningful and measurable is to have in place a reward system for the CEO and other senior leaders that are tied to the achievement of specific objectives.

Another reason plans may fail is because the board of trustees is unwilling or unable to devote the time and resources necessary to develop and carry out the plan successfully. Thirdly, plans may fail for one simple but false reason, and that reason is a belief that health care is changing too rapidly, and the environment is so uncertain that long-range planning is simply an exercise in futility.

Nothing could be further from the truth. The rapid-change and uncertain environment creates even more of a need for strategic thinking and strategic planning. However, that planning cannot take place in a traditional “straight line” manner. Instead, it must rely on an ability to think and plan in “black, white and gray.” Boards and executive teams need to be able to think through scenarios for the future, define the potential changes that may take place in a variety of circumstances, and define strategic responses in advance.

Governing the Right Way for Strategic Success
How does the board play the most positive role possible in the strategic change process? What can the board of trustees do to help ensure a successful hospital future? And how can the board drive strategic discipline and strategic thinking throughout the organization, and govern the right way for strategic success?

Think of it as a three dimensional role: Hospital boards must first establish direction. The board must ensure that the hospital has a meaningful, unique, market-specific and compelling mission and vision, statements of purpose and long-term focus that inspire employees, physicians, trustees, volunteers and others.

Second, the board must ensure that the entire hospital family, from top to bottom, sees their role and value in achieving the hospital’s strategic initiatives. Every single person plays a role, and each person should hold him or herself accountable for understanding that role and playing their part in organizational success. That culture of commitment is created and inspired by the board.

Third, and very importantly, the board plays a unique role in motivating and inspiring hospital leadership to excel as strategic change leaders, individuals who can coalesce their colleagues in a strategic movement unified by purpose, committed to excellence and rewarded for performance.

Driving SWOT Deep Into the Organization
Conducting a SWOT analysis, or analysis of strengths, weaknesses, opportunities and threats, is one of the core features of most hospital strategic plans. The problem with most SWOT analyses is that they are very general in nature, and oftentimes add little to the strategic planning effort.

For example, typical strengths identified in a hospital strategic plan includes such things as high quality, dedicated employees, strong financial position, committed physicians, etc. and while each of these may be true, they would also be true for virtually every other hospital in America.
There is a way to conduct a SWOT analysis that results in dozens if not hundreds of individual strengths, weaknesses, opportunities and threats that can be effectively utilized in the strategic planning process. It’s simple, straightforward, and involves everyone in the organization.

Each hospital service line, program and/or department should develop its own individualized strategic analysis. Service and program leaders should work with their employees through focus groups, surveys and other interaction methods to engage everyone in the process of strategic thinking about the area they know best - their own program or service.

Management may provide each program or service line with a template to be used to guide their analysis process. The template should result in an analysis that includes statistics on utilization and personnel; assessment of the strategic significance of the program or service to the hospital’s future; a summary of the market for the program and service; an assessment of major trends and factors likely to influence program or service success in the future; and strengths and ways to maximize them, weaknesses and ways to minimize them, opportunities and ways to capitalize upon them, and threats and ways to eliminate them.

In addition, the strategic assessment should identify primary and secondary competitors, assess long-term financial potential, and identify the factors that are most critical to the future success of the program or service. The result of all of this is a grassroots analysis of organizational position, needs and opportunities, a sense of engagement across the organization in strategic direction, and a long list of potential strategic initiatives for prioritization and implementation.

**Vital Signs: Requirements for Evidence-Based Governance Decision Making**

One of the primary challenges for hospital boards is to know whether the strategies and objectives adopted and implemented are achieving the desired outcomes. Being able to engage in a continuous analysis and dialogue about strategic progress and performance requires a set of key performance indicators that tell the board where current strategic gaps exist, and where potential strategic gaps may be on the horizon.

With the input of the CEO and management team, the board should track performance and progress using a set of metrics, a periodic review process, and an incentive system to reward management for meeting organizational objectives.

Well-designed vital signs have several specific attributes: they are few in number; strategically significant; quantifiable and trendable, time-specific; and consistently reported and used to determine and close strategic gaps.
An accountable, strategy-focused board will review strategic performance and progress at least quarterly, and most will review progress indicators on a monthly basis.

**Developing and Using Vital Signs.** Developing and using a set of hospital-specific vital signs is a straightforward process.

1. The board and management team must first determine what should be measured.
2. Then data that indicates the degree of success in achieving an objective should be determined. For example, in the area of financial performance the hospital may seek to reduce its average days in accounts receivable from 85 days to 55 days over a 24 month period.
3. Once the metric has been set, performance should be regularly reported in a way that shows actual performance compared to projections, and/or comparison with external benchmarks, such as the performance or best practices of other similar organizations.
4. If management reports a significant gap between projected performance and actual performance, it should also be charged with recommending specific actions to be taken to close the performance gap.
5. Then, on a continuing basis, the board should re-examine progress and performance resulting from the changes made to close the gaps.
6. In many instances vital signs become outdated based on new information or organizational changes. Rather than continue to rely on outdated or outmoded strategic progress indicators, the board should periodically update both its indicators and its performance expectations.

There are a variety of areas in which strategic measures may be developed to gauge the hospital’s success in achieving its strategic objectives. The most common and easiest to develop are financial indicators. Equally important, however, are indicators in areas such as quality and patient safety, organizational efficiency, workplace culture, productivity and mission, among others.

Each hospital’s strategic measures will be different. The key to success is to ensure that the measures chosen are relevant to understanding the hospital’s progress in attaining its individual strategies. Performance indicators need to be examined and discussed in the same way a balance sheet or income statement is discussed. No one indicator by itself can tell a complete story. In fact, a single indicator may be misleading if not examined in relationship to others. Taken together, key performance indicators reveal much about what’s happening in an organization. This is where board insight and perspective becomes so pivotal to strategic success.

**Prioritizing Strategies**
All strategies are not created equal. Some strategies are absolutely urgent, critical and vital to achieve within a certain time frame, while others, while important, may not be nearly as urgent or critical to organizational success.

An easy way to prioritize strategies is to give them a “weight” using different rating dimensions. For example, strategies can be prioritized based on their doability, or how feasible a strategy is given current and anticipated resources. Strategies could also each be given a rating based on their impact in fulfilling the community health mission, the urgency of undertaking the strategy, or the value of the strategy in ensuring the hospital’s long-term strategic success.

Charting a course for the hospital’s future is one of the most important responsibilities of the board. However, there’s a big difference between mapping a course, or being a navigator, and driving the bus.

**Governance Planning Pitfalls: 8 Dangers to Avoid**
As board members work to examine their strategic planning process and find new ways to engage the board in more meaningful involvement, it’s important to recognize potential governance planning pitfalls that are important to avoid, including:

1. Assuming that the past is a reliable predictor of the future
2. The inability to craft a compelling, dynamic and meaningful vision embraced by all
3. Attempting to manage plan details instead of engaging in critical strategic dialogue
4. Taking narrow, board-centric approaches that do not involve a broad range of participants
5. The failure to see strategic planning as a continual process of real time responsiveness to change, rather than an end point
6. The failure to define precise targets, measure progress, and continually work to close strategic gaps
7. The inability to drive the strategic planning process, outcomes and responsibilities deeply into the organization
8. The inability to continuously turn new information into strategic knowledge, and transform it into strategic action
To successfully lead their organizations toward the future, boards of trustees must clearly understand and successfully carry out their unique and vital role in the strategic development and implementation process.

**Action Agenda**

Below are some ideas for actions the board can take, moving forward, as an accountable, responsible and responsive strategy-focused board:

1. Review the current strategic plan, and evaluate its purpose and value
2. Leave the initiation of a deep, wide-ranging and comprehensive examination of organizational fitness for future success
3. Identify the most critical challenges and forces shaping the hospital’s future, and develop a compelling and responsive vision
4. Examine the governance substance and style, and adopt new leadership processes and practices to ensure a future strategic planning success

### Reviewing Your Strategic Plan: Ten-Point Success Checklist

Spend a few minutes discussing the following 10 questions about your strategic plan and strategic planning process, and give your strategic planning efforts a grade.

1. Does the plan and build on the hospital’s strengths?
2. Does the plan correct or minimize the hospital’s weaknesses?
3. Does the plan contain a realistic appraisal of the hospital’s markets, customers and competition?
4. Can the plan be understood by everyone who has a need to relate to it?
5. Does the plan appropriately balance risk and return?
6. Is the timing of the plan realistic?
7. Does the hospital have ready access to the resources required to achieve the plan?
8. Is the organizational structure compatible with the objectives of the plan?
9. Does the plan support the image the hospital wants to convey, both internally and externally?
10. Does the hospital have the leadership capacity to sustain the plan over time?
How does the board hold itself accountable for continuous leadership improvement?

Trustees are accountable for ensuring that continuous quality improvement processes are in place throughout their organization. An effective board ensures that every hospital department has quality processes, systems and structures in place. But how do trustees ensure their own continuous quality improvement? How do they determine when they are under-performing as a leadership team? How can boards of trustees hold themselves to the same level of accountability for quality improvement to which they hold their hospitals?

Governing performance self-assessment is an important preventive measure boards can take to ensure continual improvement in governing health and wellness. And it’s one of the most reliable ways to identify and correct trouble spots before they get out of control.

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. Self-assessments generally use a combination of quantitative and qualitative measurements of board, committee and individual performance.

Successful self-assessments enable boards to identify “leadership gaps,” or areas in which the board has the greatest potential for improvement. The board self-assessment process identifies these gaps, and facilitates the development and implementation of initiatives and strategies to improve leadership performance.

Through an effective, well-developed board self-assessment process growth opportunities can be realized, education can be pinpointed to unique governance needs, recruitment of new trustees can be undertaken with increased confidence, and long-range planning can be conducted within a consensus-based framework with everybody on the same page.

Using the Self-Assessment to Improve Governance

A successful board self-assessment engages the board in a wide-ranging evaluation of its overall leadership performance. At the same time, it provides trustees with an opportunity to rate their personal performance as vital contributing members of the board of trustees. An excellent board self-assessment process will achieve several key outcomes:

- Define the board’s most critical governance success factors;
- Secure anonymous, broad-based and insightful trustee input on the critical fundamentals of successful governing leadership;
- Create an opportunity to address major issues and ideas in a non-threatening, collaborative manner;
- Clearly demonstrate where the board is both in and out of alignment on leadership fundamentals and issues;
- Objectively assess the degree of common trustee understanding, expectations and direction for the board;
- Assess the deficiencies that may impact the board’s ability to fulfill its fiduciary responsibilities;
- Identify opportunities for meaningful leadership improvement; and
- Help administration better understand and respond to the board’s leadership education and development needs.

Many hospital boards conduct a self-assessment prior to their annual retreat, at which they have ample time to discuss the assessment results and explore ways to improve leadership performance.

Some boards have the internal resources and knowledge to successfully design and conduct the self-assessment, compile...
and analyze the results and present the findings in a way that facilitates discussion and governance action planning. Others rely on outside consultants with experience using tested and proven tools, techniques and processes.

**Conducting the Board Self-Assessment**

The board self-assessment may be conducted using a printed survey, an online survey, individual interviews, a facilitated, full board discussion, or some combination of these methods. In addition, a board may choose to utilize electronic keypads to conduct a “real-time” self-assessment at a board meeting or retreat, with results instantly available for evaluation and discussion.

The board self-assessment should include specific, precise and well-articulated criteria that relate to the hospital’s unique board and leadership challenges. These criteria should be developed by a board development committee, or a special self-assessment task force, and should be reviewed and endorsed by the full board as leadership accountabilities they embrace.

Four main areas addressed in many self-assessments include: 1) Assessment of overall board performance in several areas of leadership accountability; 2) Assessment of committee performance; 3) Identification of issues and priorities facing the board; and 4) Assessment of individual trustee performance, including a peer evaluation.

A meaningful rating scale must be developed that ensures clear and concise input that results in an effective scoring of the board’s performance. A good scale to use is one that rates board performance on a scale of level 5 – level 1, including a clear definition of what each rating level rating represents. Below is an example of a “Level 5 – Level 1” rating scale:

- **Level 5:** I strongly agree with this statement. We always practice this as a part of our governance. Our performance in this area is outstanding.
- **Level 4:** I generally agree with this statement. We usually practice this as a part of our governance, but not always. We perform well in this area.
- **Level 3:** I somewhat agree with this statement. We often practice this in our governance, but we are not consistent. We perform fairly well in this area.
- **Level 2:** I somewhat disagree with this statement. We inconsistently practice this as a part of our governance. We do not perform well in this area.
- **Level 1:** I disagree with this statement. We never practice this as a part of our governance. We perform very poorly in this area.

- **N/S:** Not sure. I do not have enough information to make a determination about our performance in this area.

Assessment of overall board performance should be divided into several leadership responsibility areas, such as:

- Mission, values and vision;
- Strategic direction;
- Leadership structure and governance processes;
- Quality and patient safety;
- Community relationships;
- Relationship with the CEO;
- Relationships with the Medical Staff;
- Financial leadership; and
- Community benefit and health.

<table>
<thead>
<tr>
<th>Goals of a Board Self-Assessment</th>
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<tbody>
<tr>
<td>1 Set measurable objectives for improving hospital performance</td>
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<tr>
<td>2 Gather information to assess board effectiveness in improving hospital performance</td>
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<tr>
<td>3 Use pre-established, objective process criteria to assess board effectiveness in improving hospital performance</td>
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<tr>
<td>4 Draw conclusions based on findings, and develop and implement improvement in governance activities</td>
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<tr>
<td>5 Evaluate board performance to support sustained improvement</td>
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**Rating Committee Performance.** The committee performance evaluation asks trustees to rate criteria specific to the charter and goals of each committee. The committee evaluation may also ask trustees to provide additional ideas for ways each committee can improve its leadership performance.

Below are some examples of areas to be rated for various committees. These are limited examples, and are not intended to be all-inclusive:

**Finance Committee**

- Reviews and refines the annual operating and capital development budget prepared by management
Monitors the implementation of major initiatives that impact strategic and financial objectives, making appropriate recommendations to the board on an as-needed basis

Reviews monthly financial statements

Recommends hospital investment policies and monitors the hospital's investments

**Quality Committee**

Oversees the development, implementation and reporting of a hospital-wide program that measures quality, risk management and clinical resource utilization

Reviews results of regulatory and accrediting body review of the hospital's performance

Reviews quality and patient safety indicators

Periodically reviews trend reports that reflect the overall performance of the hospital in providing quality care in a customer-focused, cost-effective manner

**Compensation Committee**

Evaluates the CEO's performance at least one a year in light of the established performance goals and objectives, using the evaluation to set the CEO's annual compensation, including salary, bonus, incentive and equity compensation

Ensures that the CEO's performance evaluation is based on pre-determined and clearly communicated performance criteria

Recommends the CEO's annual compensation package

Ensures that the CEO's compensation package is tied to performance and is comparable to CEO salaries of health care organizations similar in size and scope

**Audit Committee**

Assists the board of directors in fulfilling its oversight responsibilities with respect to the independent auditors' qualifications and independence

Is financially literate and possess a general understanding of basic finance and accounting practices

Has at least one member that is determined to be an "audit committee financial expert," possessing accounting or related financial management expertise

**Major Governance Issues and Priorities.** When done correctly and consistently, a board self-assessment process enables the board to identify critical "leadership gaps," and achieve and maintain the level of governing excellence required for success in today's challenging health care environment.

In addition to rating the board's performance in the important areas outlined earlier, the self-assessment should also provide trustees with an opportunity to answer several open-ended questions, such as:

- What is your single highest priority for the board in the next year?
- What are the governance strengths that must be maximized in order to ensure leadership success in the next year?

**Questions to Consider About Your Board Self-Assessment Process**

- Do you conduct a board self-assessment annually?
- Does your full board participate in the board self-assessment process?
- Is your self-assessment anonymous, allowing trustees to freely and candidly express their opinions and ideas for governance change?
- Does the full board review the results of the self-assessment, discuss their interpretation of the findings, and determine potential areas for necessary board improvement?
- Do you use the self-assessment results to develop actionable and measurable plans for governance improvement?
- Do you communicate the results of the self-assessment and the board's governance improvement plan to hospital employees? To the local community?
The assessment process should be unique and reflective of the board’s leadership challenges, issues and needs. Here are some broad leadership areas and assessment criteria ideas. These are not actual rating criteria, but are instead thought starters for the development of potential criteria. When developing your actual criteria, you should state them in the form of a positive statement, and then have trustees rate their level of agreement with board performance in the area:

**Leadership Responsibility 1: Effectively Carrying Out the Hospital’s Mission, Values, Vision and Strategic Direction**
- Appropriateness for community health leadership role
- Periodic review of mission, values and vision
- Policy and strategic decisions support the mission, values and vision
- Measurement of progress toward goals and objectives
- Evaluation of hospital programs and services for fit with mission, values and vision
- Governance workplan
- Skills necessary to enable the board to achieve its objectives

**Leadership Responsibility 2: Ensuring Appropriate Board Structure and Processes for Building Optimum Service and Value**
- Adherence to board procedures
- Board understanding of environment
- Range of qualities on board
- Meeting agendas
- Committee structure
- Information provided by management
- Director orientation and education
- Review of structure, committee practices, tenure and bylaws
- Meeting frequency, length and attendance
- Board problem solving skills
- Team building
- Adequacy of time for discussing significant issues
- Clarity of board, management and medical staff leadership roles
- Corporate compliance plan
- Quality improvement program
- Physician representation

**Leadership Responsibility 3: Developing Strong Community Relationships**
- Understanding of community needs and issues
- Consultation with community leadership
- Assertive leadership in the community
- Development of positive image for the hospital
- Board success in local political advocacy

**Leadership Responsibility 4: Providing Strong, Focused and Effective Board Leadership**
- Representation of community’s health needs
- Appropriate direction in support of mission, values, vision and strategic objectives
- Encouragement of group participation
- Understanding of others’ roles in achieving mission, values, vision and strategic objectives
- Development of group and individual decision-making skills
- Criteria for board member selection
- “Conflict of interest” policy and resolution plans

**Leadership Responsibility 5: Effective Board Planning for Long Term Success**
- Board involvement in strategic planning
- Operational plans to meet strategic objectives
- Board awareness of factors that affect services and programs
- Medical staff leadership involvement in strategic planning
- Mission, values, vision and strategic plan use in policy and strategic decisions
- Regular measurement of progress toward vision and strategic initiatives

**Leadership Responsibility 6: Ensuring Effective And Collaborative Board/CEO Relationships**
- Communication
- Climate of trust, respect and support
- Board support of CEO in implementing policy
- Annual evaluation of CEO using predetermined targets
- Ensuring that CEO is fairly compensated
- Quality and timeliness of information provided by CEO
- Executive succession plan

**Leadership Responsibility 7: Ensuring Effective And Collaborative Board/Medical Staff Relationships**
- Regular review of medical staff organization and bylaws
- Process of approving appointments and reappointments
- Effective communication between board and medical staff
- Physician participation in decision-making processes

**Leadership Responsibility 8: Ensuring that New Services Meet the Needs of the Market**
- Policies on new services
- Process for evaluating potential services
- Ensuring new services fit with mission, values, vision and goals
- Monitoring new services to ensure that they meet goals

**Leadership Responsibility 9: Ensuring Strong Financial Focus and Leadership**
- Oversight of fiscal resources
- Financial reports
20 Questions Every Washington Hospital Board Needs to be Able to Answer

Conducting a “Best Practices” Board Performance Assessment

- Annual budget and performance monitoring
- Review and adoption of capital expenditures budget
- Approving targets for debt, liquidity, ROI, profitability, etc.
- Understanding of community needs and issues
- Resources for community initiatives
- Definition and measurement of community health improvement
- Collaborative partnerships for improving community health

Leadership Responsibility 10: Ensuring Community Health Improvement

- Commitment to building a healthier community
- Involvement in initiatives to improve community health

Peer-To-Peer Leadership Assessment Criteria

In addition to the full board self-assessment, the peer-to-peer leadership assessment enables trustees to rate one another individually, providing trustees with unique insights into their leadership attributes and needs from the perspective of their trustee colleagues. Trustees should rate themselves and their colleagues in two areas: 1) governing attributes, the factors that define their performance in fulfilling their governance duties; and 2) personal attributes, the factors that describe their personal strengths and abilities to be effective trustees. Below are some potential rating criteria:

Governing Attributes

- Demonstrates understanding of the hospital’s mission and vision through his/her governance participation
- Builds a strong working relationships with other board members
- Builds a strong working relationship with the CEO
- Understands key issues and challenges facing the hospital
- Understands the trends shaping the future requirements of hospital trusteeship
- Focuses attention on long-term policy issues rather than administrative/operational issues
- Prepares for and participates in board and committee meetings
- Makes unique skills available to the hospital
- Understands the relevance and value of the hospital’s programs and services
- Prepares for active and informed participation in board meetings
- Asks probing and insightful questions intended to further the hospital’s progress and performance
- Has a high level of commitment and interest in the organization
- Represents the hospital as required in local professional, civic and service organizations
- Comes to meetings prepared to engage in meaningful discussion and thoughtful decision-making

Personal Attributes

- Is able to discuss controversial topics effectively
- Works easily with other board members and administration
- Keeps an open mind on issues
- Willing and enthusiastic promoter of the hospital
- Meets time commitments
- Thinks quickly and assimilates ideas well

- Asks for and listens to one another’s ideas and input
- Maintains confidentiality when required
- Is effective in presenting ideas
- Effectively communicates with and relates to others
- Handles ambiguous situations well
- Continually seeks to improve his or her leadership performance

Open-Ended Question: What suggestions do you have for ways this trustee colleague can improve his or her governing performance?
What are the governance weaknesses that must be overcome in order to ensure the hospital’s success in the next year?

What do you see as the most significant health care trends that the hospital’s leadership must be able to understand and deal with in the next year? In the next five years?

What challenges or issues are most critical to be addressed if the board is to be most successful in leading strategic change in the next year?

**Individual and Peer-to-Peer Performance Assessment.** A critical piece of a quality board self-assessment process is the individual performance assessment. Trustees may have one view of the overall board’s performance, and have an entirely different view of their own individual performance. A personal, introspective look at individual leadership enables trustees to focus on the essentials of good leadership and their personal impressions of their individual performance.

A good way to evaluate personal governing performance is through a “peer-to-peer” assessment. This enables trustees to personally evaluate their performance, and the performance of each of their board colleagues, using a short list of relevant criteria (see the previous page for ideas).

Trustees should rate themselves and their colleagues in two areas: 1) governing attributes, the factors that define their performance in fulfilling their governance duties; and 2) personal attributes, the factors that describe the personal strengths and abilities required for effective trusteeship.

In addition, each trustee should answer one simple question after rating each individual board member: “What suggestions do you have for ways this trustee colleague can improve his or her governing performance?”

The process provides trustees with unique insights into their leadership attributes and needs from the informed perspective of their trustee colleagues.

**Compiling and Analyzing Self-Assessment Results**

There are a variety of ways to compile and analyze the results of your board self-assessment, from simply tallying responses by hand to using customized self-assessment software applications. Although every organization may approach the process differently, it is critical that the results are reported in an easy-to-understand format that sparks meaningful dialogue about the findings.

The five steps below outline one potential process for analyzing self-assessment results:

- Compile the results in a database, such as Microsoft Excel, that allows the creation of graphs using a variety of combinations or sorting.

(Continued on page 54)
Displaying overall board scores in key areas of trustee leadership accountability is an easy way to identify areas with performance gaps. Several criteria within a broad leadership competency may be scored on a Level 5 - Level 1 rating scale (see recommended rating scale on page 2), and combined together to provide a mean score snapshot of leadership perspectives.

The degree of consensus among trustees reveals much about common understanding, teamwork and unanimity. Once this knowledge is gained the board can discuss the reasons behind the differences, and explore potential solutions.
• Develop “stacked bar” graphs that display the ratings for each of the self-assessment areas, ordered from highest to lowest scores, and that depict the number of trustees assigning each rating to the criteria.

• Develop a written report or PowerPoint presentation that includes summary graphs of the criteria in all of the rating areas, as well as key themes from trustees’ open-ended comments.

• Present and discuss the results at a special board meeting or board retreat, allowing ample time for trustees to discuss their interpretation of the findings as well as develop “governance gain” action plans to address low-performing areas.

• If a peer-to-peer evaluation is conducted, each trustee should receive a report that includes his or her personal rating of their performance and their colleagues’ ratings of their performance, using the same criteria. Each trustee’s unique report should be then reviewed in a one-on-one meeting of the individual trustee and the board chair.

The report should include a summary of trustee performance ratings, in graph form, to enable quick analysis of the degree of consensus on important leadership criteria. It should also include analysis of the ratings, highlights for board discussion, a summary and analysis of verbatim ideas and answers to questions, and recommendations for improving board performance in each rating area.

Putting Your Self-Assessment Results to Work

Conducting the board self-assessment is just the first step in improving governance leadership performance. The key to success of the full process is not simply the measurement of trustee viewpoints, but is instead the action that is taken as a result of a careful examination of trustee viewpoints.

The self-assessment results should be a catalyst to engage trustees in a wide-ranging discussion of findings that highlight performance gaps and areas where trustees lack consensus about the board’s performance.

A full review of trustees’ viewpoints should stimulate the board to discuss their opinions and ideas for improving board success, and result in the development of a governance improvement action plan with clearly defined responsibilities, time frames and projected outcomes (see next page for more information). Boards should then monitor their progress to ensure that projected outcomes are achieved, and revise the governance improvement action plan when necessary.

Communication with Employees and the Community

The practice of using board self-assessment results to not only achieve a higher level of board and organizational performance, but also strengthen employee and community trust, is often an overlooked advantage. The most important element of the self-assessment process is what happens after the assessment is complete.

In addition to using the results of self-assessment to develop specific governance improvement goals and action plans, the board should communicate its process and general results to hospital employees and the community at-large. This communication will help employees, the medical staff and others to understand the challenges the hospital faces and recognize the board’s efforts in addressing those challenges. Support from employees and the local public is vital to hospital success in the face of increasing public scrutiny from lawmakers, regulators, community groups and the media.

Communicating with key stakeholders will deepen understanding of the board’s commitment to the hospital and the community, raise awareness of the depth and range of challenges the board faces, and demonstrate the high standards the board holds itself accountable for.

The results should be shared with hospital employees first; boards will build trust with employees by ensuring that they hear about the self-assessment first, before it is reported in the local media. The employee memo should include:

• An overview of the process, why it was conducted and how often it is conducted;

• High-level results;

• Board improvement opportunities identified; and

• Specific actions the board intends to take to create governance gain.

Boards should also tell employees that a news release is expected to be published in the local newspaper promoting the hospital’s emphasis on transparency and willingness to share its strengths, opportunities for improvement and challenges with the community. Following distribution of the employee memo, the news release should be provided to the local newspaper, and should include information similar to that in the employee update. 

(Continued from page 52)
After reviewing the results of your board self-assessment, developing a “Governance Gain Plan” will assist the board to create actionable, measurable next steps for improving leadership. The plan should include specific ideas for governance improvement in each area the board believes needs the most attention. Specific items to include for each governance improvement include:

- **Initiative Description.** A detailed description of the governance improvement initiative, effort, program or action to be taken that will result in governance gain.

- **Priority.** The initiative’s priority on a scale of 1, 2 or 3, such as the following:
  - 1 = Critical to achieve - accomplishment is vital to governance and leadership success;
  - 2 = Very important to achieve - accomplishment is a major factor in governance and leadership success; and
  - 3 = Important to achieve - accomplishment is a significant factor in governance leadership success.

- **Projected Outcomes.** Specific goals and outcomes that will be achieved as a result of the completion of the governance improvement initiative.

- **Primary Responsibility.** The individual, group or committee primarily responsible for ensuring the governance improvement initiative is completed.

- **Resources Required.** The estimated cost of implementing the initiative.

- **Start Date.** The assigned date for work on the governance improvement initiative to begin.

- **End Date.** The target date for completion of work on the governance improvement initiative.

**Governance Gain Examples**

The items in your Governance Gain Planner will be unique to your board's self-assessment results. For example, if corrective action is needed in the area of "ensuring an appropriate board structure, and effective processes for building optimum hospital service and value," your Governance Gain Planner may include some of the ideas below.

**Education Initiatives**

- Provide trustees with the background information and intelligence resources required for active participation in board dialogue
- Conduct a regular community healthcare environmental assessment; ensure trustee understanding of the changes taking place in the healthcare environment, and their implications on the hospital, its physicians, and local healthcare consumers
- Develop an education plan that ensures trustee understanding of the issues essential to effective governance; conduct education and orientation at every board meeting, and annually at the board retreat

**Structural Initiatives**

- Examine board composition, and match present skills against current and emerging trends, challenges and issues; ensure that skills are/will be in place to successfully deal with the future
- Clearly define board, medical staff leadership and management strategic planning roles and responsibilities
- Involve physicians in meaningful ways as key participants in governance decision making, including trusteeship, committee appointments, strategic task force involvement, etc.

(Continued on page 56)
Develop comprehensive and usable governance policies and procedures

Develop a process for governance “renewal” to ensure that committees, policies, procedures and overall board structure and functions create a high-performance organization

Efficiency Initiatives

Ensure that trustees receive agendas at least one week in advance of board, committee and task force meetings; provide background materials (articles, white papers, talking points, etc.) that ensure trustee understanding of critical governance-related issues

Examine the board committee structure to ensure responsiveness to evolving challenges and opportunities. Consider establishing “strategic issues teams” to replace some traditional standing committees

Evaluate the quality and quantity of information used by the board to make policy and strategic decisions; ensure that information is relevant, timely, understandable and actionable, and that it facilitates high-quality board decision making

Examine the content of board meetings to ensure that the most significant and meaningful issues are being effectively addressed, that trustee time is respected and used efficiently, and that trustee involvement and participation are enhanced

Examine the prior six board agendas; assess the ratio of time spent discussing issues and opportunities vs. time spent on approval of minutes, committee reports, and other more procedural issues; make discussion of strategic issues the centerpiece of every board meeting
Hospital trustees face a broad array of complex challenges in their continual quest to meet the critical health care needs of their communities. Too often, trustees become so consumed with the organizational issues and challenges that they lose sight of the need to consistently and forcefully connect in meaningful ways with their communities.

With growing scrutiny of the "community benefit" provided by hospitals, hospital boards have a unique opportunity to ensure that their organizations consistently engage in meaningful ways with a broad range of community stakeholders. Although a lack of trust in America’s hospitals in some quarters may be primarily attributed to wrongdoing by a few hospitals, the problem is compounded by a lack of effective action and community engagement.

Hospital boards of trustees must not ignore this growing community trust challenge. Most Americans don’t understand how hospitals are organized and managed, while even fewer still understand and appreciate the many challenging forces that are impacting local hospitals today. Instead, they tend to rely on personal experiences, and the opinions and beliefs of the media, friends and associates to shape their viewpoints about their local health care system. Trustees should actively engage their organizations in meaningful community partnerships, lead the design of community health improvement initiatives, and engage in community dialogues that promote the hospital’s efforts and demonstrate the hospital’s genuine interest in the health care needs and challenges of the community.

The Business Case for Community Health Initiatives
It’s simple: strengthening community relationships and implementing initiatives to improve the community’s health is the right thing to do for hospitals’ patients, families and communities. In addition to helping hospitals fulfill their community-focused missions and visions, community health initiatives provide several significant business-strengthening benefits, including:

- Credibility and leverage in representation and advocacy;
- The potential to increase market share;
- Development of allies to address common challenges;
- Creation of new partnership opportunities;
- Foundation fundraising;
- Strengthened support and public trust for the hospital and its efforts;
- Increased awareness of hospital challenges and understanding of the hospital’s commitment to addressing community needs;
- Strengthened employee morale and sense of purpose; and
- Preservation of not-for-profit hospitals’ tax-exempt status as the community benefit provided by hospitals and health systems becomes clear and measurable.

The Need for Trustee Leadership and Involvement
Hospital trustees are trusted leaders in their communities. Trustees also have a unique and powerful role as key communicators of the benefit provided by their hospital. Because they are volunteers, they are viewed as unbiased impartial protectors and stewards of the hospital’s cherished mission, values and vision.
A board emphasis on the importance of improving community health sets the stage for hospital leaders, employees and the medical staff to develop strategies for community health improvement. To effectively lead their organization in building and strengthening community health, boards must:

1. **Define the “community” (or communities)** the hospital serves, creating a focus for the community health improvement initiatives, and enabling measurement of the impact and success of the hospital’s efforts.

2. **Develop partnerships** with other health care providers and community organizations that can bring diverse resources to the table.

3. **Develop a shared community health mission**, values, vision and plan, including specific goals and measurable outcomes to track success.

4. **Create a “culture of community commitment”** throughout the organization, with the hospital’s leaders setting the tone for the medical staff and hospital employees.

5. **Conduct routine assessments** of the community’s health status, using the first assessment as a baseline by which to track progress and the success of community health initiatives.

6. **Develop community health status indicators** and routinely report them widely to all key stakeholders, highlighting both areas of success as well as areas in need of improvement.

### Rules for Building Sustainable Community Partnerships

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<thead>
<tr>
<th>Rule</th>
<th>Description</th>
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<tbody>
<tr>
<td>Rule 1</td>
<td>It's not an event or a one-time fix, but a continuous commitment to community</td>
</tr>
<tr>
<td>Rule 2</td>
<td>Lasting partnerships cannot be created overnight, and must be sustained over time</td>
</tr>
<tr>
<td>Rule 3</td>
<td>Don’t reinvent the wheel; learn from and use the success of others</td>
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<tr>
<td>Rule 4</td>
<td>Cultivate broad-based buy-in and commitment from all stakeholders</td>
</tr>
<tr>
<td>Rule 5</td>
<td>Communicate, communicate, and then communicate some more</td>
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</table>

7. **Consider creating a board committee** to oversee the community health partnership and ensure the partnership is “staying on track” and making progress toward achieving its goals.

8. **Hold the CEO accountable** for achieving community health improvement objectives by developing specific, measurable outcomes that are mutually agreed upon with the CEO.

9. **Continuously integrate existing initiatives** for community health assessment with new ones.

10. **Build and sustain the concept of board responsibility** for community assessment, involvement and improvement, including an emphasis on community health at board meetings and in the board’s regular board self-assessment process.

### Testing Community Centeredness

The following statements include key components of a community-centered hospital or health system. How would you respond to the following statements?

- We have clearly defined our community.
- Our mission describes our commitment to the community, and is used to evaluate key decisions facing the hospital.
- We promote and support specific initiatives whose sole purpose is improving community health.
- We assess various stakeholders’ needs and interests when developing goals and strategies.
- We regularly discuss community health improvement challenges and barriers.
- We meet regularly with community partners to assess and discuss our progress in meeting community needs.
- We have formal working relationships with organizations that share our community health improvement mission and vision, and that leverage our services and resources for maximum benefit.
- We regularly assess the value and impact of our joint community health improvement efforts.
- We communicate our efforts and results widely in our community in the form of a community benefit report.
- CEO performance objectives include a focus on improving community health.
Community Centeredness: Questions to Consider

- What is the state of public trust in your hospital?
- Do people in your community see your hospital as being community-centered?
- Can you describe your community partnerships and their value and results?
- What does community accountability mean to you? How do you define and measure it?
- What are you doing to ensure that the entire organization embraces community accountability?
- What strategies do you use to engage the community in the hospital’s long-range planning?
- What information about hospital performance do you report to your community?
- What approaches do you use to advocate in your community and to legislators?
- What is the individual community and political advocacy role of every trustee?

Using Community Connections to Build Community Health and Strengthen Public Trust

Hospitals and health systems impact their community in many dimensions, giving hospital leaders and trustees a unique opportunity to connect with and influence a variety of stakeholders. Potential stakeholders hospitals should consider partnering with include patients and families; advocacy groups; churches; schools; health policy makers; physicians; hospital employees; the media; insurers; lenders; and the general public.

Ensuring Collaborative Community Governance

Collaborating in meaningful ways with key community influencers and stakeholders is no easy task. Every partnership will be different, as each organization has its own structure, strategies to addressing local challenges, and individual agendas and goals. In addition, partnerships often lack a formal structure and may not have a formal authority for making final decisions.

Hospital leaders can be the catalyst for developing successful community-based partnerships by ensuring a focus on shared goals and objectives, and creating a mutually agreed upon process for the group’s meetings and decision-making approaches. When establishing community-based partnerships, boards should consider the following principles:

- Engage a wide spectrum of the community as partners for improving community health;
- Identify and invest in existing community assets rather than creating new assets;
- Be willing to let go of control;
- Be transparent, open and inclusive; and
- Be accountable through ongoing measurement, reporting and action plans for improvement.

Identifying, Evaluating and Including Partners. Although partnership potential varies greatly from community-to-community, the guidelines for determining the most appropriate stakeholders remains the same. When developing partnerships, hospital leaders should consider whether the prospective partner:

- Can commit to the partnership’s vision and goals;
- Brings something unique and valuable to the table;
- Is willing to commit meaningful resources;
- Fits existing “zones of collaboration” or creates new ones; and
- Is truly interested in advancing community health.

The Result of Collaborative Community Governance.

Successful community partnerships are formed with a shared vision, coordinated, sustainable solutions to improve community health. The shared efforts and resources translate to a better use of limited resources, thus ensuring that the right care, service, test or treatment is provided in the right place and the right time. Effective partnerships also result in improved understanding and trust between the hospital and the community as a whole, and an expanded pool of powerful advocates for local and regional health needs. In addition, collaboration to improve the community’s health sends a powerful message to the community about the hospital’s commitment to providing community benefit and improving the overall health of local citizens, resulting in increased local support for the hospital.

Avenues for Building Community Centeredness

In addition to building and sustaining partnerships, there are a variety of avenues by which hospital trustees and leaders can gain a greater understanding of the community’s health care needs and challenges, increase awareness of existing programs, seek feedback and ideas for new initiatives, and build trust and promote the hospital’s image. These include:
20 Questions Every Washington Hospital Board Needs to be Able to Answer

Becoming a Community-Centered Board

- Community surveys;
- Focus groups with key stakeholders;
- Task forces with hospital leaders, employees and key stakeholders;
- Conducting a community needs assessment;
- Advertising and promotion of the hospital’s services and community benefit initiatives;
- Presentations throughout the community;
- Interviews with patients, key stakeholders, and the community at-large; and
- Healthy community initiatives.

The “bottom line” value of being a community-centered organization is that the community will better understand the challenges the hospital is facing, the hospital’s efforts to address the challenges, and the barriers to success. The hospital must connect with stakeholders and key constituents in ways that can be leveraged to more successfully advance the hospital’s agenda. The benefits that result from the hospital’s community benefit initiatives must be defined, reported and discussed throughout the community to build a sense of the hospital’s health care and economic value.

Pricing, quality and governance transparency are becoming increasingly important to the business community, governments, payers and consumers. Hospitals should provide information on pricing, quality, compensation and governance practices to enrich the community’s awareness, confidence and trust. This will not only build greater community support for the hospital’s efforts, but will also help patients and the community as a whole trust that the hospital, its staff and physicians are committed to the hospital’s mission and vision of community care, not to simply create economic gain.

Making Community Centeredness Happen at Your Organization

Hospital boards can take steps now to become a community-centered board. Key action steps include:

- Ensuring that the board has a clear, consensus-driven understanding of community health issues and needs;
- Conducting an annual or semi-annual community health needs assessment;
- Establishing a process for eliciting community input and viewpoints;
- Ensuring that board policies support community engagement and involvement programs;
- Monitoring and evaluating the hospital’s progress in meeting its community service goals;
- Ensuring that board composition represents a broad spectrum of community perspectives; and
- Engaging in community-centered thinking and actions at every board meeting.

AHA Study: Re-Establishing Community Bonds

A study by the American Hospital Association and American College of Healthcare Executives identified seven key strategies that leading hospitals use to maintain their focus on community health. Strategies include:

1. **Envision a healthy community**: Set goals that incorporate community health as part of your strategic initiatives.
2. **Finance a healthy community**: Compensate management based on achieving pre-established community health criteria.
3. **Educate about a healthy community**: Establish a curriculum to teach community health initiatives to your hospital’s staff, physicians and board members.
4. **Personnel decisions for a healthy community**: Establish a senior management position for community health.
5. **Market for community health**: Promote community health with and through partners.
6. **Structures to support community health**: Create a committee of the board to promote quality and community health.
7. **Processes that enhance community health**: Develop an ongoing board improvement process.

How does the board ensure a loyal medical staff?

The hospital/medical staff relationship should be a trusting partnership, where both the medical staff and hospital work closely together to provide quality care for patients. But hospitals and medical staffs often have differing perspectives and unique cultures, which can lead to a disconnect between the two. There are actions that board members can take to improve alignment to build a high functioning, strong hospital and medical staff relationship.

"The general surgeon sat down in the chair across from the CEO’s desk with a nervous look on his face. “Fred,” he began, “I have to tell you something and I know you’re not going to like hearing it. My partner and I were approached several months ago by Specialty Surgery Associates, the big general surgery group in Westport, to join with them in building an ambulatory surgery center here in Hastings.”

“We’ve signed a letter of intent to join with them, and we’re announcing it in the newspaper tomorrow. The press release says we’ll break ground in two months, and that we expect that we’ll do our first surgery in about nine months. I wanted you to hear it from me first.” Shocked, Fred at first was too stunned to speak. “Dan, I can’t believe you and Joan made this decision without talking to me. We’ve had a good, open relationship all these years, and you and Joan are critical to the success of this hospital. If you move your surgical services somewhere else, we’ll be in the red within 30 days.”

“I understand, Fred, and we have had a good relationship for many years, one that’s been good for us and good for the hospital too,” said Dan. “But times are changing. Medicare keeps cutting our reimbursement, making it harder and harder for us to increase our income. And the board has been unwilling to invest in equipment and the new operating rooms we need. We just can’t continue to grow our practice without more resources. That’s our bottom line.”

“But what about our bottom line, Dan?” said Fred. “Our reimbursement isn’t keeping up with costs, either. And every payer is cutting payments. We can’t afford to lose surgery services. We don’t have the money to recruit new general surgeons to take your place. And even if we did, we’d just be competing with you. You know we depend on the revenue and profits from surgery services to subsidize the badly needed services we don’t make money at, or can’t charge for.”

“I guess you and the board should have thought about that earlier,” said Dan. “And as far as hospital revenues go, our consultants told us you’d cry financial hardship. But maybe what you need to do is just cut your expenses like we’ve had to, and find some other new services to offer. And don’t make me feel guilty about not being able to subsidize money-losing services. That’s what your not-for-profit tax exemption is for.”

“Cut expenses? We’ve already cut everything we can,” Fred said. “We’ll have to lay off people, and cut salaries. And what about the investments we’ve already made in equipment and facilities for you and your partner? We’re still paying for those now. And new services? By the time we identify and develop anything to take the place of what we’ll lose, we’ll be so far in the red we’ll never be able to climb out. This is going to hurt the hospital, our employees and the community. This is just not right Dan.”

“Fred, you’re making this all about you and the hospital. That’s not what it’s about,” said Dan. “It’s about patients and quality. We think we can do more surgeries at less cost and with better outcomes in our own surgery center. That all adds up to better patient service and patient satisfaction. All that’s in the hospital’s mission. If you really believed in your mission, you’d support us in this venture, not be critical of us.”

There was a long, uncomfortable silence. Neither Fred nor Dan wanted to look the other in the eye. Finally, Fred said, “I can’t believe after all these years it’s come to this, Dan. Is this really the way it has to be? Can’t there be another way?”
Why Would Something Like This Happen?  
Hopefully, this is a scenario that you’ll never see play out at your hospital. And in order to do everything to ensure that it doesn’t, it’s important to understand what would cause a situation like this to occur.

While there are many pressures that may be at the center of this type of issue, there are four key factors that would most likely drive it:

- The first factor is that hospitals and physicians simply have different kinds of financial needs and financial pressures. These pressures can result in split interests, and a sense of disconnection. It’s important for board members to understand how those financial pressures differ, as well as where they converge;
- Secondly, hospitals and physicians don’t always share the same mission, values and vision. The hospital’s mission and vision is typically much broader and more community health improvement centered, while physicians mission is more narrowly focused on individual patients and practice development;
- Thirdly, Fred and Dan, while they know one another well, had a damaging lack of meaningful, close and timely communication. Had they been on the same page, and working on ways to align their interests as much as possible, their split could have been averted; and
- Finally, like everything that happens in the hospital/medical staff relationship, board inattention to the importance of building a culture of collaboration, cooperation and the pursuit of opportunities with mutual self-interest can contribute to the development of problems that may remain below the administrative and governance radar screen.

The hospital/medical staff relationship should be a trusting partnership, where both the medical staff and the hospital’s executives and governing board work closely together to provide consistently high quality, safe care for patients. Unfortunately, there is too often a “division” between hospitals and their medical staff, a sense of “us” vs. “them” in many areas critical to the hospital’s success in achieving its mission and vision.

What Alignment Creates

Alignment between the hospital and the medical staff creates a number of positive outcomes that are vital to success in meeting the needs of patients and the community. Once effective alignment occurs, it creates strong and meaningful participation, collaboration and mutual benefits for both the hospital and its medical staff. It encourages a sense of
empowered and interdependent interaction at multiple levels through which both the hospital and the medical staff can build teamwork and align their understanding and solutions to common challenges.

In addition, it creates the capacity to form an agreement around a common commitment and a common strategic direction for achieving common objectives. And finally, alignment creates an atmosphere for the potential development of meaningful, value-driven economic integration that meets the needs of both the hospital and its physicians.

There’s Much at Stake
There’s much at stake in the enhancement and success of the hospital/physician relationship. In order for the hospital to be successful in achieving its mission and vision, it must be successful in ensuring that it’s able to offer the most appropriate and needed services with high quality and safety. Patient loyalty is a critical component in sustainable service success. That loyalty is driven by the patient’s sense that the hospital and its physicians are working together in a coordinated way to ensure that their health care needs are met.

Patient loyalty and service success drive the hospital and its physicians’ market reputation as collaborative health care leaders committed to a common purpose, and united in their drive for quality, safety and patient satisfaction.

And clearly, the community will benefit significantly more when hospitals and their medical staffs understand the community’s most critical health care needs and perceptions, and put their collective shoulders behind unified solutions designed to deliver the highest level of community benefit possible.

All of this - success and service delivery, building and sustaining patient and community loyalty, building an unassailable market reputation, and delivering a level of benefit the community wants and deserves - result in the greatest opportunity to build sustainable financial strength that will fuel the growth and relationships of the future.

Aligning Hospital and Physician Interests: Different Cultures, Differing Perspectives, Changing Needs
In order to successfully align the interests of the hospital and its physicians, it’s important to understand what’s on physicians’ minds today - what motivates their thinking, what challenges they face and how the significantly different mindsets and personalities of physicians and hospital leaders can be brought together around a common commitment and purpose.

Physicians face many significant practice development and professional growth challenges that can create either barriers or opportunities for greater alignment.

In an environment where costs are rising dramatically on all health care fronts, physicians’ payments are under constant attack. Compensation limitations today, as well as concerns about compensation trends for the future, are causing an increase in physician interest in establishing “niche” services and facilities. While these niche services may increase physicians’ volumes, they may erode the hospital’s service base, and create new challenges for the hospital, particularly when the services are profitable, in its quest to provide under or unreimbursed vitally needed services.

In addition, the litigious nature of American society, coupled with broad access to information about quality and safety standards and performance, has fueled a striking increase in medical liability costs for physicians. This has caused some physicians to move their practices to states with less exposure to the risk of malpractice lawsuits, or close their practices altogether. In some areas, this has in turn put pressure on hospitals to curtail needed services, and invest significant resources into new physician recruitment.

Finally, many physicians today view the traditional expectation to perform call and serve on a variety of hospital committees as a burden rather than a privilege. Many physicians, particularly

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<td>Hospitals seeking to improve cultural and organizational alignment with their medical staffs should recognize that among the many things physicians are seeking, three things stand out:</td>
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<td>1. All physicians continually seek ways to ensure that they’re able to meet their patients needs. A major factor for physicians is having access to the equipment, services and workforce they need to do their jobs well.</td>
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<td>2. Physicians want to know hospital leadership is as committed to improving quality and safety in the hospital as they are to providing quality and safety in their does.</td>
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<td>3. Physicians want to know that the hospital is not satisfied with the status quo, but that instead hospital leadership is continually focusing on ways to improve the practice environment and respond to the dramatic changes that are occurring in the health care environment in ways that will...</td>
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younger physicians, will increasingly expect to be compensated by the hospital for these kinds of activities.

### Key Physician Challenges

Physicians are challenged by many of the same issues facing hospitals today. Hospital boards need to recognize the parallels between the challenges they face and the challenges their physicians face, and determine strategies to address these issues collaboratively with their medical staff.

Because of years of payment squeeze by Medicare, Medicaid and commercial payers, physicians are increasingly seeking ways to generate new sources of practice revenue.

In addition, in order to reduce their practice costs physicians are increasingly looking for ways to improve the efficiency of their practices and the effectiveness of their operations.

Coupled with that is a desire to achieve a greater level of professional satisfaction during a time when financial, regulatory and operational pressures are greater than ever before, and a need among many physicians to improve their lifestyle, which oftentimes means asserting more control over their professional and personal time.

### The Goal: A Tight and Trusting Relationship

Without a strong, robust, trustful relationship based on mutual needs and expectations, the medical staff and hospital will not be fully aligned, and the quality, efficiency and effectiveness of care may be affected. Both must see the arrangement as a partnership with equal give-and-take, and listen openly to the other’s ideas and needs. With a strong, vibrant relationship, quality care is provided to patients, preserving services and improving patient loyalty and market share. This helps hospitals build financial strength and improves workforce morale.

**A Hospital Where Physicians Would Send Their Family.** The ultimate achievement is creating a hospital that physicians are loyal to, a hospital where they would send their own families for care without hesitation. How is this done? According to a recent survey by Press Ganey Associates Inc., the best ways to promote physician loyalty are to improve ease of practice, improve quality of care and stay adaptable.

- **Improve Ease of Practice.** What will make a staff physician loyal? Making their job easier. How can you do that? Make sure they have the tools they need—the services, the equipment and the personnel they need to effectively do their job.

- **Improve Quality of Care.** Physicians are genuinely concerned with quality of care. When they see high quality of care, they are more likely to recommend the hospital to their patients. It is important that physicians see the leadership’s commitment to quality of care. This leads to physician loyalty to the leadership, and to the hospital itself.

- **Stay Adaptable.** When physicians perceive that the facility’s leaders are adaptable to the health care environment, they become more loyal.

### A Shared Mission: It’s All About Quality

Both hospitals and physicians place a high importance on quality of care. Unfortunately, when the two are misaligned quality may suffer. Patients also recognize that well-coordinated care is needed, but more than 40% reported experiencing “poorly coordinated, inefficient or unsafe care” in the past two years, according to a 2006 Commonwealth Fund survey. Improving quality continues to be a major initiative at many hospitals in the U.S., however misalignment is challenging improvement to quality of care.

When physicians and hospital leaders work together an environment of higher quality of care is created. Increased efficiency results, imaging and testing services are used more appropriately, and therapies are prescribed more carefully. Positive outcomes also may include a reduction in medication errors, better use of services, (such as outpatient services instead of inpatient), use of disease management programs and improving end-of-life care.

A quality project undertaken by the Centers for Medicare and Medicaid Services (CMS) demonstrates the potential quality of care improvement when the hospital and medical staff are aligned. Between 1991 and 1996, a CMS demonstration project tested the effectiveness of gainsharing. Gainsharing is a payment arrangement aligning physician incentives with that of the hospital. Four hospitals agreed to accept a global rate covering Medicare Parts A and B for patients having a coronary artery bypass graft (CABG). Two of the hospitals chose to implement a gainsharing program.

These hospitals found cost reductions in intensive care, laboratory, routine nursing and pharmacy services costs. Not only were costs reduced, but operating room procedures,
intensive care unit stays, and post-ICU stays were all reduced and patients had better outcomes overall. Participating hospitals determined that ‘aligning surgeons’ goals with hospital incentives to reduce costs was absolutely critical in changing practice patterns and improving department efficiency.’

When medical staffs and hospitals are aligned, medical errors are reduced, patients have better outcomes, efficiency is improved and overall quality of care improves. Increased cooperation between the hospitals and physicians leads to better patient care and improved satisfaction. This common mission should drive alignment initiatives.

Causes of Misalignment
The differences in the drivers and mindsets of physicians, administrators and trustees are often significant. But the facts of professional training, experience, needs and expectations must be taken into account as alignment strategies are developed.

Think for a moment about the environment in which physicians do their jobs, and the environment in which administrators and board members carry out their responsibilities.

Differences in Perspective. Physicians are trained to react quickly and provide evidence-based diagnoses and treatments. In many cases they're expected to have an immediate response and make rapid decisions under intense time and emotional pressure. In addition, they work autonomously and independently as advocates for individual patients in their care. They identify primarily with others in their profession, and by nature think, plan and act independently.

Now think about administrators and boards of trustees. Their perspectives and mindsets are almost opposite. They’re long-term planners and thinkers who engage in broad group discussions about organizational issues that may not be decided for weeks, months or years. They’re individuals who delegate much of their work to others and collaborate with broad range of constituents and stakeholders. And rather than focusing on individual patients, they have a fiduciary responsibility to meet the needs of the broad community in both clinical and non-clinical ways. Rather than relying on their independence, they instead value an ethic of interdependence on one another for consensus-based thinking and decision-making.

Besides the differences in the drivers and mindsets of physicians, administrators and trustees, several factors can disrupt the hospital/physician relationship, including a lack of consistent and meaningful physician involvement in hospital decision making; governance and leadership in attention to the current and emerging challenges that physicians face in building their practices; taking a dangerous “generic” view of the medical staff as a cohesive and like-minded group, rather than recognizing and understanding the real challenges, issues and needs of individual physicians and practices; and finding themselves in a situation like Fred and Dan, where the hospital and its physicians compete in the service arena rather than collaborate in ways that add strength and value to their respective missions and visions.

Noblis recently studied the root causes of hospital/physician misalignment. Noblis, formerly known as Mitretek Healthcare, is a nonprofit science, technology and strategy organization that helps clients solve complex systems, process and infrastructure problems.

Noblis’ electronic survey targeted 3,000 Society for Healthcare Strategy and Market Development members, and was completed by 362 individuals. In addition, more than 60 phone interviews were completed. One member, Richard deFilippi, a Massachusetts Hospital trustee, characterized the differences between physicians and hospital executives this way: “Physicians are not different creatures. Physicians do have

Warning Signs of Misalignment
Below are some warning signs to be on the lookout for that may indicate a seriously damaged medical staff/hospital relationship:

- Communication breakdowns inhibit flow and accuracy of information between medical staff and the board
- Lack of common goals
- Sense of “separateness” and competition
- Board heavy-handedness and isolated decision making
- Insufficient physician representation in governance
- Roles and responsibilities of the board and medical executive committee are not well-defined or clearly understood
- Lack of mutual leadership
- Lack of meaningful development programs for physician leaders
- Lack of mutual leadership encounter opportunities such as retreats
- Dysfunctional personalities tend to be elected to medical staff leadership positions
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a very different kind of pressure on them, though. It’s hard for most of us to really imagine the decisions and judgments that physicians have to make every single day. ’I’m not sure we realize how difficult physicians’ jobs are or how personally driven they are to do their jobs right.”

Similarly, physicians and executives have different expectations in relation to time. According to Dr. Joseph Bujak, Vice President of Medical Affairs for Kootenai Medical Center in Idaho and a leading health care consultant, perceptions of time can create a division between physicians and hospital leaders. The definition of “now” is different to a physician than it is to an executive. For example, a member of the medical staff may tell an administrator that he needs new surgical equipment “now” and the administrator may agree to purchase the equipment, but it may not be purchased until the next budget cycle, which is “now” to the executive. These varying expectations can create frustration for physicians and lead to anger or distrust.

**Poor Communication.** Communication problems can also contribute to misalignment and are often due to cultural divisions and false assumptions between physicians and executives. Dr. Bujak states that physicians have an “expert” culture while hospitals have a “collective or affiliative” culture. In the latter, process is more important and respecting emotions is essential. On the other hand, accomplishing goals and exerting power motivate the physicians working in the expert culture.¹⁰

Dr. Bujak also lists two specific false assumptions that impact communication, negatively affecting hospital/medical staff relationships:

- **The medical staff is organized and structured.** Bujak argues that physicians long for autonomy, but are asked to work as a collective group, making decisions for the organization as a whole. This can cause the group to be reactive and not proactive. It hinders leadership, because when acting collectively, “physicians function as a town hall democracy in which one person gets one vote and majority rules.”

- **All physicians are alike.** Another false assumption is that all physicians are alike. Bujak believes that there is not enough dialog between the hospital leaders, board members, and physicians, and this creates a hostile environment where money and control becomes the focus.

Building an organizational culture and dispelling false assumptions will improve communication between hospital leaders and physicians creating a stronger, robust alignment.

**Financial Pressures From Physician Competitors.** Let’s go back to the conversation between Fred and Dan. Dan and his partner Joan were striking out on their own to join a large independent general surgery group. What’s motivating physicians like Dan and Joan to do that?

The desire to form or join physician-owned organizations is a function of the health care times we live in. Physicians are seeking more autonomy, independence and control. In many cases they are frustrated by systems, facilities and processes that stifle their desire for efficiency and productivity.

More than ever, physicians want to avoid bureaucracy and structure that impedes their ability to serve their patient’s needs with speed, efficiency, cost effectiveness and quality.

In addition, physicians want to capitalize on the availability of new technology, which they sometimes are not able to get through hospitals’ typical capital planning and allocation processes. They also want to improve their ability to provide high quality patient service and satisfaction, as well as increase their incomes and gain greater personal satisfaction from the work they do.

Traditionally hospitals and physicians have worked closely together in a synergistic, if not always sympathetic and streamlined manner, with each recognizing that it needs the other in order to be successful.

Today, however, in some cases physicians have emerged as the new competitors on the block, creating what hospitals view as additional strains on the hospital/physician relationship, and potentially eroding the hospital’s ability to create the most coordinated, collaborative and customer-centric care possible for its community.

Physicians, on the other hand, maintain that by carving out specialty services they are providing improved customer choice, improving access and quality, and bringing needed competition to the marketplace.

The problem for hospitals is that in many cases, competing with physicians in duplicated service areas reduces the hospital’s ability to successfully subsidize programs and services that are not reimbursed, or are inadequately reimbursed, but which are a critical part of the hospital’s community mission.

Competition with physicians over services can increase financial pressure on the hospital, and potentially cause
community confusion about who is providing the best services, and why physicians are choosing to provide services outside the hospital setting.

In addition, competition contributes to medical staff turmoil, impacts workforce morale and can result in a loss of valuable employees who may choose to work in another care setting rather than continue to work at the hospital.

Not-for-profit hospitals are increasingly challenged to achieve their underlying mission and serve their communities as competition grows from specialty providers that tend to focus on profitable procedures, often called "physician-owned," "specialty care," "limited service" or "niche" providers.

Although the idea of limited service providers is nothing new, their recent rate of growth is. Limited service providers can be in the form of cardiac hospitals, cancer centers, imaging centers, mammography centers, ambulatory surgery centers (ASC), pain centers, dialysis clinics and other facilities generally owned or at least part-owned by physicians who refer patients to them. The services and procedures offered at limited service hospitals are often the same profitable procedures that America's hospitals rely on to help subsidize the procedures that are under-reimbursed or not paid for at all, such as emergency departments and burn units.

In response to growing financial pressures and frustration with the health care system, physicians open limited service facilities with the objective of enabling their practices to be more profitable, increase their productivity and build greater satisfaction for their patients. In addition, by focusing on a smaller number of services and procedures, physicians' liability is limited and malpractice insurance becomes more affordable.

As a result, limited service providers have grown steadily over the last decade. According to the American Hospital Association, limited-service hospitals grew an average of 20 percent each year, from 1997 to 2003. Currently, surgical centers are the most common type of limited service provider, followed by providers specializing in cardiac and orthopedic services.

Lack of Trust. A lack of trust can directly affect alignment between hospitals and physicians. When physicians become unhappy or disgruntled with their experience with a hospital, they may become competitors.

Although both hospital executives and physicians believe in treating patients with quality care, each may have its own vision as to how to execute that goal.

A lack of trust will only continue to negatively affect relationships between hospital leaders and the medical staff. In order to create a meaningful partnership for patient care, both physicians and hospital leaders must move beyond competition to build better relationships and improve alignment.

Lack of Hospital Appreciation of Physicians' Challenges. The changing health care environment continues to strain physicians as they experience a loss of autonomy, high malpractice costs, increased administrative responsibilities, competition, regulatory requirements, and tighter reimbursement. Many board members and executives do not fully understand the difficult economic pressures faced by physicians, in many cases they are not aware or educated about these issues, alienating physician participation because of the lack of understanding of the challenges they face.

The board needs to be willing to listen to and work with physicians in order to provide a positive outcome. It is also important to identify key objectives that affect both the board and physicians, strengthening the working relationship between the two through open communication. Effort must be made to recognize physicians' goals and work to align these with hospital practices in order to encourage the two parties to work together.

But despite differences in mindset and direction, and despite the factors that can disrupt the hospital/physician relationship, one critical, single thing binds both hospitals and physicians, and has the potential to bring them together - a joint commitment to service, quality, patient safety and patient loyalty.

This is the centerpiece of creating meaningful hospital/medical staff alignment. Because while hospitals and physicians may disagree, or find themselves at odds on many things and in many areas, the commitment to providing the right care in the right way at the right time, in the safest manner and with the highest level of quality will always be at the heart of what hospitals and physicians are all about.

Bridging the Gap: Strategies for Success
Dr. Bujak suggests getting rid of the "generic image of physicians." He explains that boards “see doctors as this generic entity and are constantly asking questions conveying this bias. ‘Tell me, what do the doctors think?’…What ‘he said’ suddenly becomes the gospel. The medical staff is not a
The experts discussed the importance of key personality characteristics. Good communication, people skills, honesty and the ability to be straightforward are all vital to gain respect as a leader. For those physician leaders who do not have formal business training, developing business skills through experience and further education can be important to supplement a clinical career. Keep these in mind as you make decisions about physician leaders. Encourage physician leaders, as they can improve physician loyalty and improve relations between the medical staff and the hospital.

Understand the Needs of Physicians. To maintain physician loyalty to the hospital, it is important to understand their needs, demonstrate to physicians the hospital's understanding of the difficulties they face in practicing medicine, and show them what action is being taken to minimize or remove these obstacles. To ensure understanding, it is a good idea to conduct an annual medical staff satisfaction survey. This survey will clarify physicians’ opinions about a broad range of issues relating to their practice needs, and their relationship with the hospital.

Create Mutually Beneficial Collaborative Business Relationships. As previously mentioned, limited services hospitals are causing a disconnect between hospitals and physicians, and are threatening the financial stability of many hospitals. In today's health care environment there are two choices for hospitals and physicians: either compete or collaborate. As Dr. Charles Peck stated in a story in The Physician Executive, “Physicians and hospitals collectively suffer from ‘mural dyslexia,’ characterized by an inability to read the handwriting on the wall. The handwriting is indeed clear.” “Hospitals must collaborate with doctors because the most expensive piece of medical technology is the physician’s pen. In turn doctors must collaborate with someone, and the hospital remains the natural partner.” Creating mutually beneficial collaborative business relationships can lead to a robust, successful alignment and increase financial success.

Joint ventures are growing in popularity because they benefit both hospitals and physicians. Collaborative business relationships provide both defensive and offensive solutions, as hospitals want to continue to protect their existing market share and grow. It also allows them to have better control of the market while improving patient satisfaction and efficiency.

Steps to Build Alignment
Consider the five essentials below to help build a strong, sustainable relationship with the medical staff. When these five

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**Building Strong and Sustainable Trust**

Building strong and sustainable trust is achieved in a number of ways, including:

- Making physicians well aware of the board’s support in helping them cope with the challenges they face every day
- Ensuring that physicians are included in meaningful ways as true partners for hospital progress, and making sure they are involved in all critical areas of hospital decision-making
- Holding both management and the board fully accountable for defining physician alignment, and including it in the strategic plan as a strategic imperative
- Ensuring that all commitments are backed up with concrete actions and accountability, walking the walk, not just talking the talk of hospital/physician alignment
- Listening to physicians, not simply hearing what they have to say
- Making sure that physicians know that the hospital is committed to providing a consistent, well-defined and predictable commitment to helping them achieve their goals
- Developing joint statements of mission, values and vision that are mutually shared, but more importantly truly believed in and practiced by both the hospital and physicians
- Recognizing that while today’s health care system naturally creates tension and competitive challenges, it also creates unique opportunities for meaningful collaboration and joint ventures where additional value can be created and better service to patients and communities can be provided
elements are embedded in the relationship, physician and hospital allies will be created.

1. **Trust.** Trust is an essential part of any successful relationship and is critical for building successful, lasting relationships. Without trust, doubt, uncertainty and reservations will ruin any potential for alignment. According to a recent article in the *Journal of Healthcare Management*, “no matter how innovative, equity-oriented, or financially beneficial the physician-health system relationship may be, they will fail in the absence of mutual trust and feelings of shared destiny that are engendered by the environment in which the relationships are forged.” Physicians and hospital executives must trust one another. Barriers to trust include miscommunication, different backgrounds, and other issues discussed earlier. Renew trust and create an alignment between the hospital and medical staff by understanding the needs of both entities and using a board-driven alignment strategy. Specific ideas for establishing trust include:

- Make a clear commitment to support physicians in the turbulent economic and operational challenges they face;
- Answer commitments with concrete actions to make the hospital a more productive, efficient environment for physicians;
- Include physicians in various stages of planning and budgeting to give them more responsibility for the hospital;
- Respond to physician input about quality and the general practice of medicine at the hospital; and
- Keep the board up-to-date on increasing restrictions and economic challenges that physicians face. Allow opportunities for the medical staff to share these issues with board members directly.

2. **Communication.** When good communication is lacking, misunderstanding occurs. Steps for improving communication include:

- Make the CEO regularly available to physicians through dedicated time listening to and communicating with members of the medical staff;
- Create systems that alert physicians of critical issues. Allow the medical staff an opportunity to provide input with the board about these issues before decisions are made;
- Create means for regular communication with the entire medical staff; and
- Provide physicians with a forum to provide input into important decisions before they are made.

3. **Voice.** Allow physicians to share their expectations, experiences and ideas in order to encourage a relationship built on trust and communication. Provide physicians with a voice by:

- Giving physicians adequate representation on the board of directors and on relevant board and hospital committees and subcommittees;
- Including medical staff leaders at meetings where critical issues are discussed; and
- Creating a formal program for training physician leaders.

4. **Relationships.** Building positive relationships between physicians and executives is critical. Tips and strategies to improve relationships include:

- Conduct an assessment of the current relationship and identify strengths and weaknesses that need to be addressed;
- Provide assistance to help physician groups develop organizational maturity;
- Improve communication between the hospital, the board and physicians. Include physicians on the board, and in joint planning activities, leadership retreats and social events;
- Address conflict at the earliest possible stage;
- Monitor the relationship and look for opportunities to constantly improve it;
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Ten Tips for Improving Hospital/Physician Relationships

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<th>1. Open and honest communication</th>
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<td>2. Physician involvement in decision making</td>
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<td>3. Economic alignment with physicians where it makes sense</td>
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<td>4. Improve efficiency to strengthen the practice environment</td>
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<td>5. Support physician practice needs</td>
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<td>7. Positive organizational culture</td>
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- Host informal social gatherings to promote relationship growth between administrators, board members and medical staff; and
- Create opportunities for community events where executives, physicians and board members can see first-hand the impact of their joint initiatives.

5. Connections. Creating mutually beneficial collaborative businesses will establish a link between physicians and executives. Although creating joint ventures may not be an option for every hospital, there are many other ways to build alliances between the hospital and physicians and create opportunities for success for both.

Potential Problems with Collaborative Businesses

Creating a collaborative business enterprise is no easy task, and is not for every organization. Hospitals and physicians must complete a rigorous business assessment to determine the possibilities for success based on industry, market, financial and organization-specific factors. It is also important to investigate potential problems and issues. According to a recent article in *Trustee Magazine*, the following ten issues need to be examined before starting a new collaborative business:

1. Business Activity: Can this business legally be owned by a hospital and physicians that refer their own patients? What is the technical legal description of business activities?

2. Scope of Business: What businesses are the parties willing to invest in? Does the hospital agree to share services it has been in control of in the past?

3. Ownership: Will the hospital accept ownership less than 51 percent and under what circumstances? What are the tax implications for different ownership ratios?

4. Control: Who will control the joint venture? Will it have a board or will the owners control it? Will control determine the ownership percentages?

5. Investors: What are the investment restrictions? Will all potential partners be allowed to invest? What about new partners? What about for-profit firms, like management companies?

6. Reserved Powers/Guarantees: Will there be noncompetition agreements prohibiting investment in other competing businesses? Are there any other compliance issues to iron out?

7. Payment and Free Care: What are the policies for patients who can’t pay? Will Medicare and Medicaid patients be accepted? A charity care policy should be established to address these concerns.

8. Valuations: Are all parties willing to use third-party valuations of assets? This can add expense, but it protects parties under Medicare law and the IRS.

9. Unwind Provisions: Organized legal documents need to have unwind provisions written in. Have all parties considered what would constitute the deal to be unwound and how these scenarios would be handled?

10. Structuring the Joint Venture: Is a joint venture the best option for the business? There are alternative business structures that may be a better choice.

Complete transparency is needed for all parties involved in joint venture planning and formation. With an absolute understanding of the risks and technicalities of the business, all individuals included will know what they are getting into.
The Role of the Board: Creating a Culture of Collaboration

Think about the initiatives that hospital boards are pursuing to improve relationships and alignment between the hospital and physicians. What governance leadership is the board providing to ensure constructive relationships? In establishing goals, what is your future vision for hospital/physician relationships?

Create Partners for Progress. As trustees you must work to create partnerships between the medical staff and the hospital. The Center for Healthcare Governance suggests that the board do three things to facilitate a business partnership between hospitals and physicians.

- First, move beyond operational relationships into more physician-based partnerships for system-wide services, governance, accountability and incentives, and continuity of care and care improvement through technology.
- Second, create an environment that encourages physicians to work on business development, quality of care, customer service, simplifying internal systems, staying abreast of business trends and balancing risks and rewards.
- Finally, build an entrepreneurial infrastructure based on collaboration that develops funds for investment, establishes a business strategy, develops new business opportunities, and publishes results. For some organizations creating a business partnership between the hospital and physicians is the best way to align the two and improve relations.

Promote Collaboration. Board members need to be supportive and open-minded about new business ventures and the potential for improving the current business model. There may be many risks involved and trustees should determine if the benefits outweigh the risks. In order to maximize benefits and decrease risks, create hospital collaboration policies and principles. Boards need to advise and consent to the mission, vision and goals, and create an environment of collaboration. All of these should emphasize partnership and acceptance of nontraditional health care models.

The Center for Healthcare Governance encourages collaboration that is supported by the board. “Hospital governing boards will need to take the lead in moving their organizations beyond only seeking excellent relationships with physicians to creating an environment of ongoing market-based collaboration. While proven models and emerging opportunities for these types of collaborations exist, the impetus for them needs to start with the board.”

Nine Steps to Understanding Physician Challenges and Building Alignment

<table>
<thead>
<tr>
<th>Step</th>
<th>Description</th>
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<tbody>
<tr>
<td>1</td>
<td>Develop a service area analysis. Research the payer mix, economic data and gather historical market and community health information in order to paint a picture of the needs of the community.</td>
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<tr>
<td>2</td>
<td>Profile the medical staff, examining hospital admissions and turnover and recruitment trends, listing physicians, by specialty type, age and clinic affiliation. This step will reveal how to create the right balance within the medical staff.</td>
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<td>3</td>
<td>Survey and interview the medical staff to determine how to keep current staff loyal and motivated to provide great care for patients.</td>
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<td>4</td>
<td>Interview trustees and hospital administrative staff to understand their view of medical staff needs for the hospital.</td>
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<td>5</td>
<td>Examine trends in discharges and market share trends by major diagnostic code and zip code to understand market trends like outmigration.</td>
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<tr>
<td>6</td>
<td>Survey the community, examining viewpoints about physicians and the hospital, health risks and barriers to care in order to understand the needs of residents in the area.</td>
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<tr>
<td>7</td>
<td>Identify “gaps” in the medical staff, like emerging staff shortages, while involving physicians in planning to create a common mission and vision.</td>
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<td>8</td>
<td>Create a medical staff/community needs summary report, summarizing the needs of the community and medical staff and incorporating the mission and vision of the hospital, projecting the staff needs and opportunities, and recognizing the factors needed for success will facilitate collaboration on opportunities.</td>
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<tr>
<td>9</td>
<td>Present results to the board, medical staff, management and others so they can understand and learn what is needed to improve alignment and build the best hospital to serve the community.</td>
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Understanding Needs, Aligning Focus, Building Bridges: A Board-Driven Process

One of the ways to build trust, open up lines of communication, provide physicians with a real voice and build personal relationships is to involve physicians in very meaningful ways in understanding community needs and designing collaborative strategies for meeting those needs.

Accomplishing that requires a board driven process that engages physicians in assessing service area needs, gauging medical staff needs and opportunities, and collaborating on mutual opportunities for community service and community health improvement.

Here’s a nine step process for accomplishing these important objectives:

1. **The Market You Serve**: First, work with the medical staff to assess your service area. That includes gathering historical market information, developing a demographic profile, with projections for the future, gathering and assimilating local-area market and economic data, assembling readily available information on community health status and risks, and analyzing the payer mix, and potential changes to that mix based on projected market trends.

2. **Medical Staff Resources Today and Tomorrow**: Next, work with the medical staff to develop a medical staff profile that defines medical staff resources today, and development needs for tomorrow. This part of the process would include an assessment of physicians by specialty, age, clinic affiliation, and other relevant factors; admission trends and volumes, by specialty; and an analysis of turnover and recruitment trends, with an eye toward determining medical staff development needs the future.

3. **The View from the Physician Front Lines**: Third, secure viewpoints from the physician front lines. You can do this by conducting a medical staff survey of physician viewpoints about the hospital, equipment and support needs and major issues and challenges facing physicians. In addition to a broad medical staff survey, some physician leaders should be interviewed personally to gain their insights about emerging opportunities, areas of physician need and requirements for future medical staff development.

   The medical staff needs assessment can be conducted as an online survey or printed survey (or both), whichever best meets your medical staff’s needs. Questions on the survey should be precise and focused, and the survey should be constructed to determine areas of agreement and disagreement in a variety of areas. It should also include several open-ended questions where physicians are invited to express their verbatim views in a variety of important areas.

   Areas you may want to assess in your medical staff needs survey included viewpoints about hospital performance and support, ways to build increased hospital competitiveness, influencers of individual practice success, views about significant community health issues that need to be addressed, patient care issues, hospital strategic development challenges, information about referral patterns and the rationale for those patterns, ideas for service expansion of service improvement, and views about hospital recruitment needs and objectives.

4. **Expanding the View: Additional Perspectives**: Other personal interviews should also be conducted as part of the strategic assessment, including interviews with the hospital’s administrative staff and trustees. These interviews should be used to compare and contrast non-physician leadership ideas and viewpoints with those of the medical staff to determine areas of concurrence and areas of divergence.

5. **Where Do They Go, and Why?**: The fifth step in the process is to develop an analysis of patient outmigration trends. Outmigration should be determined by measuring discharges from various hospitals of residents of zip codes in the primary and secondary service areas. It should define the hospital’s market share by major diagnostic category, or by DRG.

6. **What Are the Needs? Making the Community Connection**: The sixth step in the process is to conduct an assessment of perceptions about community health needs. This involves surveying residents’ viewpoints about physicians and the hospital, community satisfaction with available health resources, an assessment of health risks, barriers to access to care, and perceptions about unmet health care needs. It should result in a projection of both current and future needs that will provide clear insights into service expansion opportunities and medical staff development needs.

7. **Identify the Evidence-Based Medical Staff Gaps**: At this point in the process you’ll have the evidence you need to define any gaps between medical staff needs and medical staff supply. Your physicians will have been intimately involved in the strategic assessment process, and should be fully engaged in helping to design solutions and recommendations to fill the emerging gaps.
At this point you’ll also begin to engage physicians in identifying ideas for joint hospital/physician planning to meet emerging needs, and you’ll begin to come to a consensus around a common mission and vision for moving forward.

8. **Collaborate on Opportunities:** Once all this work has been completed you’ll be in a position to develop a report that will summarize your process and findings to-date. The report would likely include the mission and vision, and relevant elements from the hospital’s strategic plan that relate to process findings. In addition, it would include a projection of future medical staff development needs and opportunities, critical factors in ensuring alignment success moving forward, and joint recommendations to the board of trustees from medical staff leaders, administrative team members, trustees and others who worked together in the process.

9. **Come to a Consensus:** And finally, with a properly prepared and well-executed process will come a consensus that will be evident in the report that is presented to the board of trustees, the medical staff, the management team and others whose understanding and buy in to the process is critical.

- Have a focused discussion about the state of alignment at your hospital - your risks, needs and opportunities;
- Ask what initiatives are being pursued right now to improve hospital/physician relationships and alignment;
- Assess the scope and value of the specific government’s leadership your board is providing to ensure constructive hospital/physician relationships;
- Conduct a thorough, evidence-based, physician-centered community needs assessment; and
- Make hospital/medical staff alignment a strategic board priority, and back it with the appropriate resources.

**Conclusion**

In the final analysis, trust between the hospital and the medical staff will be built on a foundation of collaboration, communication, common objectives and mutual dependence. Nurturing a trust-based hospital/medical staff relationship will help to ensure the hospital’s ability to respond effectively to future issues and challenges.

**Action Agenda**

Real, effective alignment may not occur without strong leadership from the board. Here are some ideas for putting the power of governance to work:

**Sources and Additional Information**

12. The Governance Institute.
How should the board gauge the hospitals’ financial performance?

The board is responsible for the financial success of the hospital. In order to fulfill this fiduciary responsibility, trustees must have a solid grasp of the indicators of the hospital’s financial health, and be knowledgeable about key financial interrelationships.

For the lay person, or the person with limited knowledge of financial statements and financial statement analysis, the issue of corporate governance and oversight as they relate to financial statement analysis can be an intimidating task. In order to effectively serve as a board member, trustees must begin by understanding their responsibility as a board member, and then learn the financial basics necessary to fulfill their role.

The Board’s Role in Financial Oversight
The board is responsible for the financial success of the hospital, and fulfills a fiduciary responsibility that is defined as: a duty of organizational loyalty; a duty of care through application of business judgment; and a duty of obedience in abiding by laws, regulations and standards of hospital operations. Given recent fiascos such as the Enron, WorldCom and HealthSouth governance failures which have led to charges against board members entrusted to protect the corporation’s assets, the responsibilities of hospital board members are greater than ever.

Applying firm and consistent ethical practices to decision-making responsibilities is a necessary hallmark of the hospital board. An abiding interest in utilizing a “moral compass,” well-established ethical principles to be used when deciding about board actions that concern ethical/moral dilemmas of services provided to the community served, provides the necessary balance to board decisions.

Boards have a broad responsibility to protect the limited resources of the hospital to ensure optimum services and benefit to the community. The board must ensure the cost-effective utilization of resources and the establishment of both long-range and short-range financial plans. The board should regularly review meaningful and understandable financial reports, ensure that adequate capital is available for the hospital’s investment strategies, and actively participate in and encourage regular philanthropic efforts.

One of the most critical functions of the governing board is protecting the hospital’s financial status. The board should establish financial goals in a variety of key areas including growth, debt capacity, return on equity and other areas that define financial success. The board approves the annual operating and capital budgets, receives and approves a variety of budget reports throughout the year, primarily through a finance committee, and oversees the hospital’s investment policies and goals.

In addition, boards of trustees are typically involved in assessing the impact of the hospital’s pricing strategies and discount policies, and become involved in discussing and approving contractual arrangements and other determinants of financial performance. Boards also determine policy on uncompensated care, provision of needed community services that may not be financially viable, and development of diversified revenue streams.

Furthermore, boards are responsible for ensuring that the hospital consistently complies with all applicable laws and regulations. In recent years, particularly as managed care developed, Medicare and Medicaid payments have not kept pace with inflation, and hospitals have increasingly experienced financial difficulties. With the federal government’s emphasis on detecting and punishing health care fraud, trustees must ensure that an ethical business climate always exists in the hospital, and in particular that financial procedures and processes are conducted in an ethical manner.
Compliance
A strong and effective compliance plan is a comprehensive strategy that ensures that the hospital consistently complies with all state and federal laws governing its activities and the delivery of health care. It also ensures that the hospital consistently complies with the applicable laws relating to its business practices.

A key board responsibility is determining the hospital’s financial goals and monitoring its operations to ensure the attainment of those goals. The annual budget is the primary vehicle for the board and administration to establish financial objectives. Board members must clearly understand the assumptions upon which the budget is based. Budget assumptions should be reasonable and clearly understood, and should tie directly to service development and to the hospital’s mission, vision and strategies.

The governing board also has a responsibility to engage external auditors to perform an annual audit of the hospital’s financial records. This audit helps the board determine if the financial position and operations are accurately and fairly presented, and are in accordance with generally accepted accounting principles. The board should use the audited financial statements to determine whether the hospital is reaching its established financial and operational targets; it should be a tool in helping to determine progress and assess whether goals and strategies require modification.

The board’s financial planning direction and decisions should flow out of the hospital’s long-range strategic planning initiatives. Studies of the financial feasibility of new programs or capital acquisitions should be regularly performed and reported to the board. The board should then use financial performance against budget and compared to peer groups as a tool for gauging organizational progress and effectiveness.

Financial Basics
As a general overview, there are three basic statements that board members should review. These statements, the Balance Sheet, Statement of Operations and the Statement of Cash Flows, should be reviewed together, rather than on a stand-alone basis, since they are all interrelated. Problems that might be masked by looking at one or two statements become easier to identify when examining all three together.

The Balance Sheet
The balance sheet lists the assets, liabilities, and equity of the hospital. It also classifies those assets which are expected to be turned into cash within one year (identified as “current assets”), and those debts which are going to be due for payment to the lender within one year (identified as “current liabilities”).

The Statement of Operations
The statement of operations (or “income statement”) identifies the sources and amounts of revenue after they have been adjusted for contractual allowances, as well as the operational and non-operational expenses of the organization. It provides the reader with the “bottom line” of the organization, from both an operating and non-operating basis.
The Statement of Cash Flows

The statement of cash flows is without a doubt the statement that provides the most confusion in financial statement analysis. This is unfortunate, since it can in certain circumstances be the most important statement reviewed. The statement of cash flows identifies the sources and uses of cash. It attempts to explain to the reader where the cash is coming from, and what it is being used for.

What is your organization’s cash balance? What is that cash being used for? Is there a declining balance? Are large payments due to be paid on debt which will reduce the amount of cash further, and which will strain the organization? How can you find the answers to these questions?

These questions can be answered by looking at the statement of cash flows and the balance sheet. The balance sheet lists the cash balance as the first item. On comparative statements (statements with balance information from prior periods listed for comparative purposes next to the current information) you can see if the cash has increased or decreased since that time. But the most important question to ask is what is causing the cash balance to go up or down. This can be answered by reviewing the statement of cash flows. This statement tells the reader where the cash is coming from and where it is going. For instance:

- If the source of the increase or decrease in cash is from the operations of the organization, than there will be an increase or decrease in the line “Net increase (decrease) in cash from operating activities”

- If the source of the increase or decrease is from purchases or sales of fixed assets or from purchases or sales of investments of the organization, there will be an increase or decrease in the line “Net increase (decrease) in cash from investing activities”

- If the source of the increase or decrease in cash is from incurring debt or repayment of debt, or from equity related activities, then there will be an increase or decrease in the line “Net increase (decrease) in cash from financing activities”

The question to ask is “why is our cash balance increasing or decreasing?” Just because a hospital has more or less cash than it had in the prior month is not necessarily a cause for alarm. The reasons are many and varied, good and bad. Did you refinance or incur new debt? Did you make a large debt payment? Is operations using cash, or providing cash to the organization? Did you purchase fixed assets or property?

Financial Warning Signs

Below are several key warning signs boards must watch for when reviewing hospital financial statements. When these warning signs occur, trustees must ask management for more information, and develop an action plan to address the problem.

1. More accounts receivable and/or accounts payables
2. Shrinking operating margin
3. Less cash
4. Decreased market share
5. Loss of key admitting physicians
6. Organizational inability to measure monthly financial and operating performance, and report in a timely manner to the board
7. Negative variations from approved budgets
8. Organizational inability to respond to regulatory actions
9. Advisor turnover (especially legal or accounting advisors)
10. Rating agencies’ debt downgrades and/or change to negative outlook
11. Violations of restrictive covenants in borrowing and credit enhancement agreements
12. Executive compensation and benefits packages that are controlled by management and not the board
13. Management recommendations to diversify in order to increase revenue when internal operations are not well-controlled

Another question to ask related to cash is “what is our cash balance anticipated to be in the future?” Do we have any large debt payments or other obligations that we are going to be required to pay in the near future? This can be answered by looking at the balance sheet and seeing if the current liabilities are large, or if they have increased over the prior comparative balances.

Accounts Receivable and Revenue

Most of the revenue derived from patients is received based upon contractual arrangements with payers. The hospital records revenue for the services at a standard amount, called the Gross Revenue amount, and then adjusts this amount down through a Contractual Allowance or Adjustment to
record the actual amount which it will receive. The corresponding accounts receivable for the balance due is based upon the adjusted or Net Revenue amount.

**Investments**
Investments by the organization are a critical area to monitor. When the organization invests in an affiliated or unaffiliated entity, such as a medical office building or a partnership with a medical imaging organization, the income and losses of those investments need to be recorded by the investing organization.

Those persons responsible for oversight of the organization need to be aware of the results of operations of these investments and management’s level of responsibility in the investment. Is your organization responsible for debt of the investee organization if the investment becomes insolvent? Ask management for details of all material investments. Ask if the organization is liable for losses. Ask if all losses are being recorded properly.

**Liabilities**
Management is required to record a liability when they become aware of the liability and when the amount of the liability can be determined. Management is given some leeway in estimating the amount of liability to record, based upon their judgment of the likelihood of occurrence of the event or the degree to which changes in the amount due could change over time.

Increases in accounts payable on the balance sheet should be understood by those responsible for oversight. An understanding of why there have been increases is necessary for proper governance. Is management holding back payment to increase cash balances? Has the aging of accounts payable increased and are large repayments going to be required in the near future?

**Current and Long Term Debt**
Current and long term debt is a very important area to understand and monitor. Increases in debt without increases in investments or fixed assets could signal borrowings being used for operational purposes. Understanding the dates that the debt facilities are due to be paid off is critical for cash management. Shortfalls in cash balances should be forecasted by management and discussed. Are bond repayments anticipated in the cash flow model of the organization? Could existing debt be refinanced to obtain better interest rates and repayment terms? A review of the statement of cash flows will reveal how much cash is being paid out for principal repayment, as well as the amount of new debt which has been incurred by the organization during the period.

**Understanding Financial and Operating Ratios**
Deconstructing your hospital’s financial statements into a number of financial and operating ratios enables trustees to better analyze financial performance. In addition, it enables the board to benchmark the hospital’s performance compared with a variety of peer groups (other hospitals with similar revenues, geographic locale, highest performance, etc.). A good starting point in using the ratios is to graph a 3-5 five year historical trend line for each. Below is a list of ratios, what they measure, and the implications of each.

**Profitability Ratios**

**Total Margin.** Total margin is the excess of revenues over expenses divided by total revenues, net of allowances and uncollectables. It reflects profits from both operations and non-operations. Hospitals in the high-performance group realize significant improvements in their total margins. Improving total margins are a reflection of success in cost management efforts. **Implications:** An up trend is considered positive.

**Free Operating Cash Flow to Revenue.** Free operating cash flow to revenue is cash flow from operations less capital expenditures, divided by revenue. Free operating cash flow to revenue is a measure of profit often used in valuations because it better reflects the available cash return. A value less than zero most likely indicates an operating loss. The primary strategy for correcting a low free operating cash flow situation is tight cost management. **Implications:** An up trend is considered positive.

**Free Operating Cash Flow to Assets.** Free operating cash flow to assets is defined as cash flow from operations less capital expenditures, divided by assets. A value less than zero most likely indicates an operating loss. The primary strategy for correcting a low free operating cash flow situation is tight cost management. **Implications:** An up trend is considered positive.

**Return on Equity.** Return on equity is the amount of net income earned per dollar of net assets or equity. High values for return on equity indicate a hospital’s ability to add new investment in plant, property and equipment without adding excessive levels of new debt. Return on equity values are significantly lower in smaller hospitals. **Implications:** An up trend is considered positive.
Liquidity Ratios

Current Ratio. Current Ratio is the number of dollars held in current assets per dollar of current liabilities. It is the most widely-used measure of liquidity. More profitable hospitals are likely to have higher current ratio values. Implications: An up trend in this area is positive.

Days in Patient Accounts Receivable. Days in patient accounts receivable is the average time that receivables are outstanding, or the average collection period. Higher collection periods lead to greater AR short-term financing requirements. High-Performance hospitals maintain lower days in AR, which leads to better overall asset efficiency and return on total assets. Reductions in days in patient AR translates into higher values of cash and investments. Implications: A down trend in this area is positive. Reductions in accounts receivable reflect improved hospital management in the receivables area. High performance hospitals routinely and aggressively focus on collecting cash as quickly as possible.

Average Payment Period. Average payment period is a measure of the average time that elapses before current liabilities are paid. High values may indicate potential liquidity problems. Implications: A down trend is considered positive.

Days Cash on Hand. Days cash on hand, all sources measures the number of days of average cash expenses that the hospital maintains in cash and marketable securities. It is a measure of total liquidity, both short-term and long-term. Implications: An up trend is considered positive. High-performance hospitals have higher days cash on hand, from all sources than low-performance hospitals. Low-performance hospitals may face major liquidity problems. High-Performance hospitals maintain needed, but not excessive, cash positions.

Capital Structure Ratios

Equity Financing Ratio. Equity financing ratio measures the percentage of total assets financed with equity. High values imply that the hospital has used little debt financing in its asset acquisition, and has relatively low financial leverage. Implications: An up trend is considered positive.

Long Term Debt to Capitalization. Long-term debt to capitalization is the proportion of long-term debt divided by long-term debt plus net assets or equity. Higher values imply a greater reliance on debt financing, and may imply a reduced ability to carry additional debt. High-Performance hospitals rely less on debt and more on equity. Higher bond ratings are usually associated with lower long-term debt-to-capitalization values. Implications: A down trend is considered positive.

Cash Flow to Total Debt. Cash flow to total debt is the percentage of cash flow to total liabilities, current and long-term. It is an important indicator of future financial problems. High-performance hospitals show an increasing trend in cash flow to total debt. Implications: An up trend is considered positive. Low performance hospitals have a dangerous declining trend in Cash Flow to Total Debt.

Debt Service Coverage. Debt Service Coverage measures total debt service coverage (interest plus principal) from the hospital’s cash flow. Higher values for debt service coverage indicate better debt repayment ability. Implications: An up trend is considered positive.

Cushion Ratio. The cushion ratio measures the relationship between total debt service, both interest and principal, and total cash reserves, both current and non-current. A high value means that the hospital is less likely to default on debt service payments because it has the cash reserves to meet its expected obligations. Implications: High-performance hospitals have higher cushion ratios than low-performance hospitals.

Asset Efficiency Ratios

Total Asset Turnover. Total asset turnover provides an index of the number of operating revenue dollars generated per dollar of asset investment. Higher values for this ratio imply greater generation of revenue from the existing investment in assets. Implications: High-performance hospitals have lower total asset turnover ratios than low-performance hospitals.

Fixed Asset Turnover. Fixed asset turnover measures the number of operating revenue dollars generated per dollar of fixed asset investment. High values imply good generation of revenues from the existing fixed asset base and are a positive indicator of operating efficiency. Rural hospitals have higher fixed asset turnover values than urban hospitals due to older plants in the rural sector and less investment in capital-related assets. Implications: An up trend is considered positive. Fixed asset turnover is a good measure of hospital utilization.

Current Asset Turnover. Current asset turnover measures the number of revenue dollars generated per dollar of investment in current assets. Higher values imply a greater efficiency in the employment of current assets than do lower values. Higher investments in cash and accounts receivable will reduce current asset turnover. High-performance hospitals have lower investments in patient accounts receivable, and therefore more cash. Implications: Increasing values are desirable.
Other Financial Ratios

**Average Age of Plant.** Average age of plant provides a measure of the average age in years of the hospital’s fixed assets. Lower values indicate a newer fixed asset base and, thus, less need for near-term replacement. Average age of plant may also be indirectly associated with the quality of care provided. **Implications:** Higher values for average age of plant are negatively correlated with most measures of debt financing. High-performance hospitals have significantly newer plants than low-performance hospitals.

**Depreciation Rate.** Depreciation rate provides a measure of the rate at which the organization is depreciating its physical assets. Increases in this rate often imply that newer assets are being added to the organization’s depreciable asset base. Larger hospitals have a higher Depreciation rate than smaller hospitals. This is an indication that greater capital expenditures have taken place in larger hospitals and also that they have newer physical facilities. Rural hospitals have lower depreciation rates than urban hospitals. Less capital is being expended in the rural hospital sector. **Implications:** Hospitals that curtail capital expenditures will see the average age of their physical facilities rise and their depreciation rates fall. Depreciation rates for high-performance hospitals have been stable over the past five years, while they have decreased for low-performance hospitals.

**Capital Expenditure Growth Rate.** The Capital expenditure growth rate is defined as the percentage of the organization’s total gross property, plant and equipment that was added in a given year. This percentage will vary greatly over time as capital expenditures fluctuate. Higher values for this indicator imply an active capital expenditure program of additions and replacements. Rural hospitals have lower capital expenditure growth rate values than urban hospitals due to less intense use of newer technology. **Implications:** Financial inability to fund capital expenditures in low-performance hospitals. Further declines will result in even older physical facilities and the absence of state-of-the-art technology. This may further compound the problems of low-performance hospitals by driving away needed customers, especially physicians.

**Price Indicators**

**Gross Price Per Discharge.** Gross price per discharge measures the average charge per unadjusted discharge. Gross price per discharge (adjusted for case mix & wage index) adjusts for differences in case mix complexity and differences in prices that may be a result of cost of living differences among regions. Rural hospitals have gross price per discharge values that are lower than those of urban hospitals on both an adjusted and unadjusted basis. However, when hospitals are categorized by size, rural hospitals and urban hospitals have similar prices. **Implications:** High-performance hospitals have historically had higher gross prices than low-performance hospitals. High-performance hospitals maintain higher net prices than low-performance hospitals.

**Gross Price Per Visit.** Gross price per visit measures the average amount of charges per unadjusted visit. Contractual allowances, bad debts and other discounts are not subtracted in this price measure. It reflects what a patient might pay if there were no discounts or allowances granted. **Implications:** High-performance hospitals make more money from outpatient operations than low-performance hospitals. High-performance hospitals appear to generate their profit through higher prices and lower costs. This may reflect differences in complexity. It may also reflect greater ability to charge higher prices in these areas.

**Medicare Payment Percentage.** Medicare payment percentage provides a relative measure of the hospital’s reliance on Medicare patients. Rural hospitals have consistently reported higher values for Medicare Payment Percentage than urban hospitals. Some of this difference may be related to size, as larger hospitals are more likely to have a greater range of services than smaller hospitals. **Implications:** Medicare is a desirable payer for many hospitals, especially those with high percentages of managed care patients.

**Contractual Allowance Percentage.** Contractual allowance percentage defines the percentage of gross patient revenue that is discounted to third-party payers. Increasing values for this indicator put tremendous pressure on hospital prices in those limited areas in which fuller recovery of rate is possible. Significant negative pressure on hospital profitability has been increasing contractual allowance percentages. Much of the increase in contractual allowance percentage results from inadequate increases in Medicare and Medicaid payments, and to increasingly larger discounts granted to managed care payers. **Implications:** High-performance hospitals have similar gross prices on a case mix-adjusted basis, but they have higher net prices. Lower write-offs in high-performance hospitals are either a reflection of a better payer mix, especially private insurance, with lower discounting, or better coding of cases. High-performance hospitals may do a better job of optimizing the DRG codes assigned to Medicare patients than low-performance hospitals. Coding can have a pervasive impact upon payment.
Volume Indicators

**Average Daily Census.** Average daily census provides a measure of inpatient volume. Average daily census is a function of both discharges and length of stay. Increases in average daily census should ideally come from increases in discharges rather than from increases in length of stay. Urban hospitals have much higher values for average daily census than rural hospitals due to larger number of beds and greater lengths of stays. **Implications:** Average daily census is expected to decline as the focus of care continues to shift to outpatient facilities.

**Occupancy Percentage.** Occupancy percentage provides a measure of facility utilization based on licensed beds. The use of beds to measure capacity does not reflect the substantial amount of hospital capacity that is not involved with inpatient care. **Implications:** Occupancy is higher in high-performance hospitals. It is not a filled bed which generates revenue, but rather a new admission. High-performance hospitals have much higher discharges per bed than low-performance hospitals.

**Occupancy for Staffed Beds.** Occupancy for staffed beds provides a measure of facility utilization based on staffed beds. **Implications:** High-performance hospitals have lower values for occupancy for staffed beds than low-performance hospitals. This may indicate that low-performance hospitals have plants that are less utilized, but they are more willing to designate beds as not staffed.

Length of Stay Indicators

**Length of Stay.** Length of stay measures the average time an inpatient spends in the hospital. In today’s environment of fixed payment per case, a reduction in length of stay is usually desirable. The reduction in length of stay is a reflection of cooperative relationships between hospitals and physicians. **Implications:** High-performance hospitals have been able to achieve slightly lower values for length of stay than low-performance hospitals.

Efficiency Indicators

**FTEs Per Adjusted Occupied Bed.** FTEs per adjusted occupied bed is a traditional measure of inpatient productivity. As Length of Stay declines, the amount of service per day increases because a significant amount of hospital service is front-loaded. **Implications:** Controlling FTEs per occupied bed is an important element of total labor productivity. Control over total case cost is the primary objective. High-performance hospitals have reported lower values for FTEs per adjusted occupied bed than low-performance hospitals.

**Total Revenue Per FTE.** Total revenue per FTE is defined as total revenue, (or net patient revenue plus other operating and on-operating revenue), divided by the number of FTEs. Total revenue per FTE is a useful measure of productivity in an increasingly diversified industry. **Implications:** High-performance hospitals have higher values for total revenue per FTE than low-performance hospitals, and the gap appears to be widening. The ultimate measure of productivity is value created per FTE.
What does it mean to be an effective advocate for your hospital?

Trustees often become so consumed with organizational issues and challenges that they lose sight of the need to consistently and forcefully connect in meaningful ways with their communities. With growing scrutiny of the health care field in general, and of the “community benefit” provided by hospitals specifically, hospital boards have a unique opportunity to ensure that their organizations consistently engage in meaningful ways with a broad range of community stakeholders.

But as many of the case examples explored demonstrate, hospitals contribute in many significant ways to their communities, in both clinical and non-clinical ways. As a trustee, do you know all the ways your hospital contributes to the community? Does your board support those activities, seek out additional opportunities to impact the community, and understand and communicate the results and impact they have?

For some boards, the first step may be as simple as identifying or re-defining your commitment to the community. Next, you need to understand what you are already doing, and what you can and should be doing more of. Finally, and very importantly, you should communicate what your organization is doing well to key stakeholders and the general public. Trustees have an opportunity and an obligation to impact the negative-to-positive ratio of stories and statistics about health care heard by federal and state legislators, the media, and individuals in their own communities.

The Business Case for Community Health Initiatives. It’s simple: strengthening community relationships and implementing initiatives to improve the community’s health is the right thing to do for hospitals’ patients, families and communities. In addition to helping hospitals fulfill their community-focused missions and visions, community health initiatives provide several significant business-strengthening benefits, including:

- Credibility and leverage in representation and advocacy;
- Development of allies to address common challenges;
- Creation of new partnership opportunities;
- Foundation fundraising;
- Strengthened support and public trust for the hospital and its efforts;
- Increased awareness of hospital challenges and understanding of the hospital’s commitment to addressing community needs;
- Strengthened employee morale and sense of purpose;
- Preservation of not-for-profit hospitals’ tax-exempt status as the community benefit provided by hospitals and health systems becomes clear and measurable.

A big part of what’s right about health care in America today is that many hospitals are doing these things already. The problem is that their stories aren’t being sufficiently told, so the local community, the media and lawmakers don’t know about the valuable community health initiatives already underway. If your organization is already doing this, look for opportunities to strengthen your community health initiatives to both strengthen your community relationships and take advantage of the business benefits. If community health initiatives and community benefit activities are not high on your board’s radar screen, they should be.

The Need for Trustee Leadership and Involvement. Hospital trustees are trusted leaders in their communities. They also have a unique and powerful role as key communicators of the
benefit provided by their hospital. Because they are volunteers, they are seen as unbiased, impartial protectors and stewards of the hospital’s cherished mission, values and vision. This role is commonly referred to as “advocacy,” and is a key part of trustees’ responsibilities.

Despite its critical importance, the advocacy component of trustees’ jobs isn’t always prominently discussed. Advocacy is an opportunity to bring valuable information to elected officials that they otherwise would not have. Legislators have to make decisions about a broad range of issues, many of which they aren’t intimately familiar with. Trustees can provide legislators and their staffs with the perspective and facts they need to make educated decisions about issues that have a significant impact on local health care and the local economy. When trustees form long-term relationships with elected officials, the legislators look to them for valuable insight and information on issues for which they may have limited knowledge or first-hand experience.1,2

**Trustees’ Advocacy Carries a Powerful Message.** Trustees provide a fresh perspective to supplement the efforts of hospital CEOs, hospital associations and other membership organizations that conduct advocacy efforts on behalf of the hospital. Trustees’ voluntary commitment to the hospital and to the community makes their message powerful, and carries great weight because it doesn’t have the real or perceived “bias” associated with the potential personal benefits that may be derived from hospital CEOs or lobbyists.

Experts agree that in many cases trustees are the most effective advocates for their hospital, largely because of their volunteer status. Dan Sisto, President of the Healthcare Association of New York State (HANYS), says that “trustees have more influence with legislators because they are voluntary board members and community leaders…Politicians pay attention to trustees because a trustee’s livelihood does not depend on a hospital’s financials.” 3 That opinion was echoed by Joe DaSilva, previous Senior Vice President for Advocacy and Education for the Texas Hospital Association in a *Trustee Magazine* article, where he explained that “the trustees are the most important component of the grassroots effort because they don’t have any personal gains other than the gains that may be passed on to the community by their success…They have stature within the community that garners respect, they bring business acumen to the discussion, and they have friendships with elected officials.”4 In another *Trustee Magazine* article Barbara Lorsbach, Senior Vice President, Member Relations for the American Hospital Association, reiterated the importance of trustee advocacy when she explained that “trustees are personally willing to commit their time and energy, and that says a lot about how important the hospital is.”4

The board is ultimately responsible for ensuring that the hospital has the resources it needs to carry out its mission, and effective advocacy plays a critical role. At CHRISTUS Santa Rosa Health Care in San Antonio, TX, two staff members work solely on advocacy issues. While not all organizations are large enough to warrant this level of staff dedication, CHRISTUS Santa Rosa’s investment in staffing and funding for advocacy activities demonstrates how important the board believes advocacy is. At CHRISTUS Santa Rosa, the advocacy staff provides information to the board so they are well-prepared for advocacy opportunities, such as representing the organization in civic and government settings. And as members of the community, trustees attend civic meetings and other functions along with the hospital staff, which helps them to have a better understanding of community issues and opinions and also provides opportunities for them to communicate the benefit that the hospital provides.5

While not all hospitals will take the same approach as CHRISTUS Santa Rosa, every hospital should look for ways to maximize trustees’ credibility in ways that the hospital staff cannot do alone. Opportunities include:

- **Communicate the Impact of Potential Decisions.** Trustees can help communicate the impact of budget cuts and other potential legislation on their hospitals and communities in personal ways, such as the impact on patient care on an individual, personalized level, or the impact on the hospital’s workforce or the local economy.

- **Talk about Community Benefit, Don’t Just Ask for More Reimbursement.** As recent investigations and lawsuits have demonstrated, some lawmakers are becoming increasingly skeptical about hospitals’ true “financial needs” and whether they are deserving of their tax-exempt status. Lawmakers are increasingly interested in the amount of charity care hospitals provide, the community benefits they offer, and the ways in which they handle patient billing and collections. According to Joe DaSilva, “We have lost some opportunities by focusing so much on ‘Just give us more money.’”6 Trustees need to communicate a deeper message about what’s right about health care and opportunities to do even more, rather than simply focusing on needing more money.

- **Look for Opportunities to Tell Stories.** People tend to take for granted the great work that hospitals do, and they need to be reminded. Lawmakers, key stakeholders, and
the general public need to hear stories about what their local hospitals are doing to save patient lives, improve individuals’ quality of life, contribute to new research and development, and make a difference in the health of their communities. Without hospitals taking the initiative to ensure these stories are heard, the public may only hear the more negative stories about hospitals and health care that tend to dominate the news and personal conversations.

- **Be Engaged.** Boards need to be engaged and knowledgeable about their hospital’s community benefit activities and charity care so they can effectively communicate it with legislators and key stakeholders. The more trustees are engaged, the more they will be able to communicate their hospital’s story on a personal level, sharing individual stories and talking from personal experience.  

**Trustee Advocacy Provides Stability.** Successful advocacy is highly dependent on relationships. It involves building ongoing relationships that include regular interactions and communications, not just seeking out a lawmaker or community representative when the hospital wants something. When forming deep and long-term relationships in the community, an experienced trustee with a personal interest in the community is the best voice to form lasting partnerships that can benefit the hospital.

As trustees work to form long-term relationships, they should look for opportunities with politicians at every level - city, county, state and federal. In many cases, forming relationships with a lawmaker’s legislative staff can be just as important as forming relationships with lawmakers directly, since most rely on their staffs to provide them with research, information and perspective on issues. One way to form relationships with state and federal legislators is to take advantage of opportunities that already exist. When possible, seek out legislators or their staff members at social gatherings or civic meetings to begin forming relationships. Host legislator visits to your hospital and take them into the community to see the community benefit work you’re doing outside the hospital.

Many state hospital associations often hold advocacy days and offer support for trustees who want to visit their state capitals to meet with legislators and key decision-makers. In addition, the American Hospital Association organizes trips to Capitol Hill during their annual meeting every spring.

**Grassroots Advocacy: Using Community Connections to Build Community Health and Strengthen Public Trust.** Successful advocacy is about more than establishing relationships with legislators. One of the most important roles of the board is to maintain strong and vibrant community relationships that build community understanding and loyalty to the hospital. Trustees play a vital role in securing strong public perceptions of the hospital and raising its profile as a premier community financial, health care and social services asset.

As a part of hospitals’ grassroots advocacy efforts, every community has a broad range of key constituencies or stakeholders who should be communicated with and influenced by the hospital. The hospital board is the ideal conduit between the hospital and these community groups, including:

- Community spokespersons or health advocates;
- Purchasers of health care;
- Insurers and other payers;
- Patients and families;
- Legislative and regulatory bodies;
- The news media;
- Civic groups, agencies and organizations;
- Religious leaders;
- Business owners; and
- Educational institutions.

This type of grassroots networking is an opportunity to leverage already existing relationships. For example, trustees can educate the community through one-on-one conversations and presentations before local organizations such as Kiwanis and Rotary clubs. These relationships should include two-way communication – trustees have an opportunity to share what the hospital is doing well and the challenges it faces, but they should also seek out community members’ opinions and perspectives and take that information back to the board and hospital leadership.

**Getting Started: Strengthening Trustees’ Advocacy Role.** Successful hospital advocacy in today’s environment requires trustees’ commitment and involvement to share the “hospital’s story” and strengthen their relationships with community
20 Questions Every Washington Hospital Board Needs to be Able to Answer

Advocacy Basics for Trustees

Key Trustee Roles in Legislative and Community Advocacy

- **Advocate:** Taking the hospital’s message to legislators through lobbying or delivering testimony at hearings, representing the community’s interests in board decision-making.

- **Educator:** Speaking on issues facing the hospital at schools or civic groups; appearing on local television or radio shows to discuss health care, and highlighting what the organization is doing to contribute to the community’s health well-being.

- **Conduit:** Participating in public forums to discuss issues facing the hospital, share what the hospital is doing in the community, and learn about community opinions or health care needs.

- **Ambassador:** Representing the hospital at important community social gatherings.

- **Host:** Presiding over visits of legislators, senior citizens, or key business leaders to the hospital to help them learn about available services and to hear about their interests or needs.

- Make sure that you “talk up” the hospital and solicit opinions about what is happening in health care at the local level, at meetings, parties, and other events that you attend; and

- Review the American Hospital Association’s Community Connections toolkit entitled “Telling the Hospital Story: Going Beyond Schedule H,” which includes tips and questions for a communications strategy to bolster the hospital’s public messages, a sample community benefit report and presentation, and a community benefit report worksheet to guide your thinking and help summarize the ways in which you help your community.

Avenues for Building Community Centeredness. In addition to building and sustaining partnerships, there are a variety of avenues by which hospital trustees and leaders can gain a greater understanding of the community’s health care needs and challenges, increase awareness of existing programs, seek feedback and ideas for new initiatives, and build trust and promote the hospital’s image. These include:

- Community surveys;

- Focus groups with key stakeholders;

- Task forces with hospital leaders, employees and key stakeholders;

- Conducting a community needs assessment;

- Presentations to community groups; and

- Interviews with patients, key stakeholders, and the people in the community at-large.

Whether you already have a trustee advocacy approach in place or are starting from scratch, the following five recommendations from CHRISTUS Santa Rosa Health Care suggest ways you can either begin or strengthen your board’s advocacy effectiveness.

1. **Discover existing relationships.** Find out where relationships exist between your hospital, members of Congress and state/local government officials.

2. **Find interested participants.** Identify individuals who are willing to become public policy advocates.

3. **Participate in advocacy initiatives.** Trustees typically write letters, make phone calls and visit lawmakers to present policy facts and information about the hospital.

4. **Contact your legislators.** Develop relationships with your legislators before your hospital needs them, in order to be ready to contact them on advocacy issues. Use your relationship-building time as an opportunity to tell the hospital’s "story" without asking for anything in return.

5. **Develop an advocacy profile.** Evaluate your existing relationships with senators and representatives and develop methods for building and strengthening these relationships.

The “bottom line” value of being a community-centered organization is that the community will better understand the good work the hospital is doing, challenges the hospital is facing, the hospital’s efforts to address the challenges, and the barriers to success. The hospital must connect with stakeholders and key constituents in ways that can be leveraged to more successfully advance the hospital’s agenda. The benefits that result from the hospital’s community benefit initiatives must be defined, reported and discussed throughout the community to build a sense of the hospital’s health care and economic value.

Sources and Additional Information


Rules for Building Sustainable Community Partnerships

- **Rule 1:** It’s not an event or a one-time fix, but a continuous commitment to community
- **Rule 2:** Lasting partnerships cannot be created overnight, and must be sustained over time
- **Rule 3:** Don’t reinvent the wheel; learn from and use the success of others
- **Rule 4:** Cultivate broad-based buy-in and commitment from all stakeholders
- **Rule 5:** Communicate, communicate, and then communicate some more
The importance of governance succession planning is growing as health care organizations and their governing boards face increased pressure for high performance, transparency and accountability. When current trustees’ terms end, who will replace them? Where will you find highly qualified board members who are “experts” in the areas of governance in which you 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 improving 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, your 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 financial 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 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. 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

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.

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.

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**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.

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**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 recruitment 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 one-page “candidate profile,” a board and trustee job description, and a letter to be sent to prospective trustees indicating the hospital’s interest in discussing potential trusteeship opportunities
5. Develop a candidate rating tool, based on the criteria included in the candidate profile and job description; assign a “weight” to each criteria that reflects the relative importance of the criterion (e.g. 5 = greatest weight, 1 = least weight); 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. Rank candidates using the candidate rating 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. Follow-up letters to candidates not selected; determine other ways for candidates to be involved, such as serving on the foundation board, on task forces, etc. Assess interest in filling future vacancies

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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 assists in the development and approval of ACH’s strategic plan, evaluation of the plan’s implementation, and taking corrective action when necessary. Anytown Community Hospital’s board of trustees is responsible for hiring, determining the compensation of and evaluating the CEO. 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.

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, recruit trustees with the skills and personal characteristics that complement existing board members’ resources results in a more well-rounded board.

**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:

- 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. 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.

Once a potential trustee (or trustees) has been identified, several additional steps should be taken before extending an offer to serve on the board:

- Double-check for potential conflicts-of-interest;

- 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.

Sources and Additional Information


Medical staff credentialing is one of the most important tasks boards undertake to ensure quality of care in their organizations. The overall objective of credentialing is to ensure that only qualified doctors are admitted to (and remain on) the hospital’s medical staff, and that they practice within their scope of experience and competence.

**What is Credentialing and Privileging?**

Medical staff credentialing is a two-pronged process that involves establishing requirements and evaluating individual qualifications for entry into a particular medical staff status. Credentialing first involves considering and establishing the professional training, experience, and other requirements for medical staff membership. The second aspect of credentialing involves obtaining and evaluating evidence of the qualifications of individual applicants. Basically, credentialing is verifying that each applicant:

1. Is who he/she claims to be;
2. Has been properly licensed;
3. Has appropriate malpractice insurance; and
4. Meets minimum requirements established by the hospital to be on staff.

In past years, credentialing verification was no more complicated than having the applicant present some form of documentation, such as a diploma or certificate. Today’s credentialing, however, goes far beyond this approach and requires primary source verification – direct contact of the sources of credentialing, such as schools, residency programs, and licensing agencies – to guarantee that statements of education, training, experience and other qualifications are legitimate. Primary source verification is not only important in meeting requirements of main accreditors, such as JCAHO, but also critical in avoiding legal problems and ensuring quality patient care.

Another aspect of the credentialing process is privileging the medical staff applicant. Privileging is a three-pronged process that determines:

1. The diagnostic and treatment procedures a hospital is equipped and staffed to support;
2. The minimum training and experience necessary for a clinician to competently carry out each procedure; and
3. Whether the credentials of applicants meet minimum requirements and allow authorization to carry out requested procedures.

Often called “delineation of clinical privileges,” this process determines what procedures may be performed or which conditions each medical staff member may treat. As new technologies are developed and new subspecialties are discovered, privileging medical staff member will become more challenging for organizations and their leaders. Delineation of privileges is an ongoing process that must not only be flexible enough to add new procedures or conditions to treat, but also be firm, fair and consistent.
Roles and Responsibilities of Key Individuals in the Credentialing Process

To ensure that the credentialing process is carried out as efficiently and effectively as possible, all participants in the process must fully understand their roles. In smaller organizations, individuals may be responsible for multiple roles.

**Applicant.** The applicant’s responsibility is to ensure that the hospital receives, in a timely manner, all of the information needed to evaluate his/her application for medical staff membership. The applicant must be up front and honest, and willing to come for a personal interview if requested.

**Medical Staff Services Professional.** The medical staff services professional is responsible for processing and maintaining the applicant’s credentialing file.

**Department Chair** (in a departmentalized hospital). The department chair is typically the first person to see the completed credentials file (other than the medical staff office) and the first person to review the file. Further, the department chair makes a recommendation to the credentials committee or the medical executive committee.

**Credentials Committee Chair.** The credentials committee chair oversees the credentialing program and ensures that the hospital is carrying out it the credentialing activities in the most effective, efficient manner. The Chair also ensures that the credentialing program is in compliance with all of the hospital’s credentialing policies and other outside regulators.

**Credentialing Committee.** The credentialing committee is responsible for reviewing each complete application and for making the recommendation to the medical executive committee (MEC) regarding appointment, reappointment and clinical privileges. Committee members may also be asked to solicit information from past practice settings during the application process.

**Medical Executive Committee (MEC).** The MEC has traditionally had a significant role in the credentialing process. The Joint Commission requires that the MEC at least make recommendations to the board of directors regarding appointment, clinical privileges, reappointment and corrective action, and to develop specific policies for the MEC’s role in the fair hearing, investigation, appointment and privileges delineation processes.

**Chief Executive Officer (CEO).** The CEO has a largely administrative function in the credentialing process. He/she assists in ensuring that the application and its supporting documentation reach the appropriate individuals/groups at the appropriate steps of the process. The CEO is responsible for forwarding the application to the MEC for submission to the board, and for ultimately informing each candidate by letter if their application was approved or declined.

**Governing Board.** The board of directors assumes all legal responsibility for the hospital and is ultimately responsible for approving all bylaws, policies and procedures. The board has two key functions in credentialing and privileging: 1) Attend to process; and 2) Decision-making.

**Attend to process** – The board must delineate steps of the credentialing process and specify/approve criteria that it uses to make recommendations or decisions at each step. They also must ensure that the process is thorough, fair, consistent and functioning effectively.

Questions the board may want to ask to ensure these objectives are being met in the process:

- Are the steps of the credentialing process and the specific responsibilities of various groups clearly delineated in the board’s bylaws and/or policies?
- Are the criteria used at each step of the process explicit, objective, valid and reasonable?
- Does the board periodically assess the extent to which it follows the specified process?
- Within the last several years, has the board evaluated its credentialing process to ensure that it is conforming to applicable laws, regulations, and Joint Commission standards?

**Decision making** – The board must ultimately decide which doctors will be admitted to the medical staff (initial appointment), allowed to remain on the medical staff (reappointment), and which procedures they can perform and diseases/conditions they may treat (privilege delineation).
Although in the past the board’s role in credentialing and privileging has often been minimal, recently boards are becoming intricately involved in the credentialing process. In many instances, boards are designating responsibility for appointment and privileges decisions to a board subcommittee that better understands the credentialing issues and that the board has authorized to act on its behalf in such matters. The credentialing process requires more oversight from the board than most areas of hospital management, and board participation in the process is integral in assuring a viable, effective credentialing process and a high quality medical staff.

Background Checks
One essential component of credentialing is utilizing practitioner data banks that allow organizations to gather pertinent background information on physicians. The intention of these data banks is to protect the public from incompetent medical practitioners and reveal any negative sanctions taken against specific physicians. The three data banks that are used most often are:

1. **The National Practitioner Data Bank (NPDB):** [www.npdb-hipdb.com](http://www.npdb-hipdb.com) – the NPDB is a national register of physicians, dentists and other health care practitioners that was established by the federal government in response to a need for improved quality of health care. It was established in a midst of a malpractice “crisis” and was initially created to reduce the incidence of medical malpractice. Contents of the NPDB include:
   - Medical malpractice payment information
   - Disciplinary action taken by the Board of Medical Examiners
   - Professional review actions that result in suspensions, limitations or reductions of clinical privileges
   - Adverse membership actions taken by a profession society that engages in peer review activities

2. **The Board Action Data Bank of the Federation of State Medical Examiners (FSMB):** [www.fsmb.org](http://www.fsmb.org) – the FSMB functions as the representative organization for the state licensing agencies and is responsible for carrying out many different services related to physician licensure and discipline. Contents of the FSMB include:
   - Disciplinary actions, such as revocation, probations, suspensions, consent orders and Medicare sanctions
   - Non-disciplinary actions, such as reinstatement of licensure, replacement of lost or destroyed license, or license denials

3. **American Medical Association Physician Masterfile (AMA):** [www.ama-assn.org](http://www.ama-assn.org) - the AMA database is a comprehensive source of demographic, educational, and practice information on all United States physicians with MD degrees. Contents of the AMA database include:
   - Full name, address, and telephone number
   - Date and place of birth
   - AMA membership status
   - Medical or osteopathic school name and year of graduation;
   - State licensure—year(s), state(s), status, expiration date(s), and type(s) (temporary, limited, or unlimited)
   - Year of national board certification;
   - ABMS certification and subcertification year(s) and expiration date(s)
   - Professional activity history
   - Specialty area (primary, secondary, and tertiary)
   - Residency training (hospital name, dates of training, and specialty)
   - Federal Drug Enforcement Administration (DEA) registration status
   - Medicare/Medicaid sanctions
   - Self-reported area of practice (primary and secondary)
   - ECFMG applicant number

In addition to basic background checks, many health care organizations are now doing criminal background checks to further guarantee the safety of their patients. There are several resources to use for criminal background checks, which can provide such information as a county criminal records search, a state criminal records search, a national wants and warrants search, a motor vehicle report, social security number verification, and other itemized searches.
Investigative/Correction Action

Even though most organizations go through a stringent process of physician credentialing and privileging medical staff members, there are times when organizations or individuals may want to “reverse the process” and remove a physician from the medical staff.

An investigation may be initiated whenever a practitioner with clinical privileges exhibits behavior – either within or outside the hospital – that is likely to be detrimental to the quality of patient care or safety, the hospital’s operations or the community’s confidence in the hospital. An investigation may be initiated by any medical staff officer, the chair of the department in which the practitioner holds appointment or exercises clinical privileges, the CEO, the MEC or the governing board. All requests must be submitted in writing to the MEC.

Prior to determination by the MEC if an investigation should be undertaken, oftentimes the individual or committee considering the investigation request may ask for an interview with the involved practitioner. This assists in the decision of whether or not there is relevant cause for further examination. If the decision is made to continue the investigation there are two forms of suspensions that may affect the individual involved:

**Automatic Suspension.** Automatic suspension of the involved practitioner will take place if:

- The practitioner’s state license or DEA number is revoked, suspended, restricted, or placed under probation;
- The practitioner fails to maintain malpractice insurance; and/or
- The practitioner’s medical records are not completed in a timely manner.

**Summary Suspension.** The CEO or any member of the MEC or the governing board may initiate summary suspension on the involved practitioners medical staff status or clinical privileges. Summary suspension is typically initiated whenever a practitioner’s conduct requires that immediate action be taken to prevent immediate danger to life, or injury to him-or herself, patients, employees, or other persons present in the hospital.

After a summary suspension, the MEC will typically convene to review and consider the suspension. The MEC may recommend modification, continuation or termination of the suspension. Unless the MEC recommends immediate termination of the suspension, or one of the lesser sanctions, the practitioner is entitled to the procedural rights contained in a fair hearing. Any and all decisions or conclusions that are drawn by the MEC are assessed by the governing board before any final decision is made.

Finally, any applicant who has been denied appointment, clinical privileges or reappointment, or who has been removed from the medical staff during the appointment year, may not reapply to this hospital for a period of one year (12 months), unless specified otherwise in the terms of the specific corrective action.

Sources and Additional Information

How does the board ensure continuous growth in its critical leadership knowledge?

Health care is moving at the fastest pace in history. What trustees needed to know five years ago is no longer sufficient in today’s world, where governance “knowledge capital” is one of a hospital’s most valuable assets.

It’s possible in hospital boardrooms today to just “get by” on what you know. However, trustees who want to be true governance knowledge leaders must prepare themselves by continuously improving their knowledge in order to deliver penetrating, insightful leadership that their communities want and deserve.

Governing boards need to be able to make sense out of very complex issues and possibilities. That “sense-making” requires a strong grounding and awareness.

Education vs. Knowledge and Intelligence
Governance education is a continual process, not an end result. Education is the vehicle for improved governance knowledge. The end result and benefit of governance education is greater knowledge and heightened leadership intelligence that ensures trustees are fully-prepared to engage around critical issues, and make evidence-based vs. “gut”-based decisions. Well-planned and well-focused governance education builds the “knowledge capital” the board needs to ensure that the right decisions will be made, using meaningful information and data.

Working with Individual Trustees to Assess and Meet Education Needs
Trustee knowledge-building must take place continuously, and through a variety of venues. Sources of information include state hospital association conferences; reading and absorbing information and ideas in trade journals including *Trustee* and *Hospitals & Health Networks*; through reports and studies available online, such as HealthLeaders, the Kaiser Daily Health Policy Report, *Health Affairs*, and online versions of national newspapers; and though targeted education at every board meeting. The key to success is to develop trustee knowledge that enables governance leaders to put the bigger issues and challenges into a local market framework, identify local market implications, and lead with confidence.

A well-planned and financially well-supported effort will result in better decisions based on better knowledge and insights; an improved capacity to be a well-informed advocate for the hospital and its community; increased capacity to engage in challenging and productive governance dialogue; and an ability to think beyond “conventional wisdom.”

In order to be successful in evaluating trustee education needs and ensure a successful education process, several factors are critical, including: board dedication to and investment in knowledge building; trustee participation; clearly stated education expectations; intimate trustee involvement; and education that is individualized and customized to trustees’ unique needs.

The board must invest in knowledge building, both financially and intellectually. The governance education process should be undertaken with a firm and defined purpose. That is, the board should define for exploration several months in advance the issues and topics that are most critical for board members to understand in order to make critical decisions. These topics should be drawn from the forces and factors that are driving hospital success in achieving the mission, vision and strategic objectives. Knowledge-building venues and available resources for delivering the education (meetings, publications, trustees themselves, consultants, etc.) should then be determined. A basic strategy should be set, with objectives and outcomes; success should be evaluated periodically; and
new opportunities should be incorporated into the educational development effort as changes occur in the market. Education should not be a one-time event, but should instead be an institutionalized commitment to ensuring that the governing board has the knowledge resources necessary to make strategic decisions and be a highly-effective leadership body.

Participation should be mandatory as a condition of trusteeship, not a “suggestion.” Hospitals owe it to their patients, physicians and communities to ensure that governance decisions are made and directions are set as a result of vigorous scrutiny and informed intelligence. This means that every board member, not just some, must have a common level of understanding of critical issues and developments, and their implications for the hospital.

Governance education should be viewed by trustees not as a requirement, but as an opportunity to best serve the hospital and the community.

Instead, trustees should be fully informed in advance about education requirements, which should be presented as an avenue to best serve the hospital and the community. Prospective trustees should embrace the importance of health care education in their development as a valuable leadership asset.

Education planning should be directed, where possible, by trustees themselves. Trustees may be asked to research certain topics or issues, and present the findings, implications and possibilities to the entire board, in essence making trustees the knowledge-builders for the benefit of the entire board. This level of involvement not only brings credibility to the importance of education, but also results in deeper trustee understanding of the most critical topics.

Education should be individualized and customized. Every trustee is in a different “place” in terms of his or her level of awareness and knowledge of the issues discussed and the decisions made at board meetings. Nonetheless, every trustee has the same fiduciary obligation, and the same responsibility to be well-informed. Efforts should be made to understand the knowledge needs of each trustee, and plans should be developed for providing each individual with the information he/she needs to be active, engaged, and productive participants in the governance process.

Designing an Effective Governance Education Process

The critical question remains: How to go about doing it? That’s where commitment, collaboration and consensus come into play.

Below is an outline of how a board of trustees may design a process that will ensure optimum development of leadership knowledge and effectiveness:

Step One. Define the board issues about which every board member needs to have a common understanding in order to be a high-performance trustee. Subjects may include, but are not limited to:

- Health care payment issues;
- Health care regulation;
- Workforce issues and challenges;
- Quality and patient safety;
- Transparency in health care;
- Delivering and communicating community benefit;
- Factors impacting patient access to care;
- Hospital/physician alignment; and
- The board’s role in CEO compensation and evaluation.

The hospital’s current strategic plan should serve as a basis for determining the most critical board education topics and current health care trends impacting board, and ultimately, hospital success.

Step Two. Assess each individual trustee’s awareness and understanding of the issues and situations likely to come before the board in the coming months. This may be done though a board self-assessment, a simple survey, or in causal one-on-one conversations, typically between individual trustees and the board chair and/or CEO. The individualized knowledge assessment is not a “test,” and should not be intimidating. Instead, it is a conversation to help determine the areas where pinpointed education should be focused to most quickly get trustees “up to speed” on the issues and decisions for which they are fully responsible.
Step Three. Assign an experienced board colleague to work closely as a “mentor” with newer trustees to help them understand issues, questions, nuances, etc.

Step Four. Develop a 12-month or longer “curriculum” of topics that are essential to effective governance, and determine the most appropriate resources to assess or deliver the information. Ensure that trustees are actively involved in the selection of topics, and that the methodology for presenting the information is conducive to trustee learning styles. Delivery methods may include in-person presentations, facilitated discussions, online presentations, reading materials, and more.

Step Five. Leverage the improved trustee knowledge not only for board discussion and decision-making, but also through coordinated outreach, including legislative advocacy and connections with the local community through trustee involvement in community activities, and formal and informal community discussions and presentations about the organization and the challenges it faces.

Step Six. Continuously refine and improve the process. Conducting a regular board self-assessment process is one method to measure year-over-year improvements in board understanding and education effectiveness, and determine potential “knowledge gaps” that still exist.

Building expectations for growth and development of the board’s knowledge capital will result in better dialogue, better decisions, and knowledge-based leadership that will drive future governance performance and organizational success.
How does the board keep conflict out of the boardroom?

It’s a simple fact that conflicts of interest erupt in hospital boardrooms from time-to-time. It is the board’s fiduciary duty to ensure that all governance deliberations and decisions are carried out without conflict of interest, always with the best interests of the hospital at the forefront.

Hospital board members often are involved with many other organizations in the community, resulting in a wide range of business and personal relationships. Ethical codes and policies developed by a hospital and its board members serve as a foundation to ensure a conflict-free environment. Hospital leaders who create and adhere to a strong conflict of interest policy will be successful in ensuring open and honest deliberation.

What is a Conflict of Interest?
A conflict of interest exists when a board member, senior leader, or management employee has a personal or business interest that may be in conflict with the interests of the hospital. A “red flag” should be raised anytime the personal or professional concerns of a board member affects his or her ability to put the welfare of the organization before personal benefit.

Board members are often affiliated with many business, social, charitable and religious organizations in the community. There may be times when trustees feel pulled in conflicting directions, and where they must decide between loyalty and fiduciary service to the hospital, or to another community organization, friend, or family member where there is a close and potentially conflicting connection.

The key for boards is to establish a process for preventing and addressing the inevitable conflicts that arise, and ensuring that conflict of interest policies and procedures are consistently adhered to.

Conflicts Are Not Always Cut and Dried. Conflicts of interest can be complicated, and are almost always unintentional. In some cases no conflict actually exists, but the perception of a conflict of interest can be just as detrimental.

For example, questions may arise when board members serve in various roles with other organizations. There might be interpersonal and financial relationships that call into question whether the individual will be able to make decisions free from the influence of their other roles.

Questions should arise when the personal interests of a board member appear to be at odds with the interest of the hospital.

What Can Boards Do to Prevent a Conflict of Interest?
Having multiple systems in place to safeguard against conflict of interest ensures hospitals will minimize personal dilemmas covering a variety of issues, such as financial gain or business or family benefits. These safe-guarding procedures will help the hospital and its board to be prepared when real or perceived conflicts do occur.

Encourage Self-Monitoring. It may be uncomfortable to “call out” a board member on a potential conflict of interest. For “self-monitoring” to be effective, it is critical to have a clear policy in place and tools for board members to use to either declare a conflict of interest or to request consideration about whether a fellow board member has a potential conflict of interest. When this happens, the process of determining potential conflicts becomes less personal, and instead is simply a part of the board’s standard processes and procedures.

It is the board chair’s responsibility to oversee this process. The chair should encourage board members to be transparent about any potential concerns they may have. The chair should meet with individuals to discuss potential conflicts, and determine if any issue needs to be re-opened or re-examined if an individual’s conflict may have influenced the discussion or decision. The board chair’s understanding of the hospital’s

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policies and his or her role is critical to ensuring conflict-free board discussions and decisions.

**Rural Hospitals Have Greater Challenges.** Small and rural hospitals may find it more difficult to minimize or eliminate conflicts of interest because they generally have a smaller pool of potential candidates from which to choose. Often in a small community one individual may serve on multiple boards or be involved in some leadership or financial capacity with multiple organizations and/or community groups.

The key to ensuring conflict-free discussion and decision-making is to recognize and minimize conflict of interest as much as possible, even though it may not be completely eliminated. Ensuring that a comprehensive conflict of interest policy is in place that requires full disclosure is a critical first step, allowing for board members with conflicts to remove themselves from discussions and decisions when appropriate.

**Recruit Outsiders.** Hospitals in smaller communities may find it difficult to recruit individuals with specific skill sets who do not have a conflict of interest due to other business, governance or family relationships. If the board seeks a new trustee with a desired skill or experience, recruiting someone from a nearby town may be a workable option. Non-local board members can often bring fresh perspectives to the board, and are less likely to have conflicts of interest. The board must be assured that trustees recruited from outside the community are committed to the hospital and the community it serves.

**Ensure a Proper Process for Recruiting and Selecting New Board Members.** When selecting new board members, a primary objective should be to ensure a wide range of knowledge and experience. This should involve an evaluation of potential candidates’ strengths, and discussion about how those strengths best complement existing board members’ talent, knowledge and experience. Compiling a list of potential candidates and assigning a score to each candidate, based on their fit with the hospital’s needs, is one way to prioritize the candidate pool.13

When governance candidates are interviewed, they should be asked about any potential conflicts prior to their appointment to serve on the board. Although conflicts may not necessarily disqualify a candidate, the candidate’s willingness to talk candidly about and fully consider potential conflicts they may have should play a key role in the nominating committee’s decision.

**Reporting Conflicts of Interest**
The best way to prepare for conflict of interest situations is to establish a process for declaring potential conflicts before they arise. Declaring real or perceived conflicts in advance ensures open communication amongst board members and senior leaders, and prevents potentially problematic situations down the road.
Disclosure Statements. Once a conflict of interest policy is in place, every trustee and senior leader should annually complete a conflict disclosure statement. While the conflict of interest policy defines what a potential conflict is, the disclosure statement is the mechanism for individuals to declare any potential conflicts they may have.

The disclosure statement is generally a standard form prepared by the organization that requires individuals to initial or agree that they: 1) Have read and are familiar with the conflict of interest policy; and 2) Either are not aware of any direct or indirect conflicts of interest, based on the definitions developed by the organization, or have attached a letter describing any direct or indirect conflicts of interest that exist, based on the definitions developed by the organization. In addition, individuals should sign a statement agreeing to report any new conflicts that arise throughout the year in a timely manner. Each trustee should complete the statement annually.

Collecting and Reviewing Disclosure Statements. Organizations may designate a compliance officer who is responsible for reading the disclosure statements and monitoring for potential conflicts when they arise. The compliance officer should be responsible for collecting disclosure statements from all board members covered by the policy. In addition, board members should report any new conflicts (whether actual or perceived) that arise during the year to the compliance officer. Board members should never wait until it is time to update their annual disclosure statement to declare a new conflict.

If the board has appointed a specific committee to address potential conflicts, the compliance officer may also be the chair of the group or committee charged with handling conflicts. In some cases, larger organizations may contract with a legal expert to handle the collection and review of disclosure statements and to help ensure compliance.

Addressing Conflicts of Interest After They Arise
Conflicts of interest may happen unintentionally if an individual does not recognize a potential conflict of interest or recognizes the conflict after the fact, or intentionally if an individual chooses not to reveal a known conflict. Regardless of the source of the breach, the board must have a process in place for dealing with these difficult situations before they occur.

Known Conflicts. If a conflict arises that has been disclosed through the annual disclosure statement, the board meeting minutes should reflect the conflict and describe the action taken. For example, did the board member remove himself or herself from the discussion? Did the board continue the discussion and determine their decision was in the best interest of the hospital despite the potential conflict? Regardless of the source of the breach, the board must have a process in place for dealing with these difficult situations before they occur.

Unknown Conflicts. The situation becomes more complicated if a conflict becomes apparent that has not been previously disclosed. According to Board Source, there are several steps that may be taken.

If either the individual board member recognizes a potentially new conflict that has not been declared, or another board member perceives a conflict that has not been declared, a discussion should take place between the board member with the potential conflict and the individual or committee charged with monitoring conflicts of interest. Ideally, all participants in this discussion would be “disinterested” individuals, or

Ensuring Conflict-Free Governance

individuals that can evaluate the situation objectively. If an agreement is reached about how to address the conflict, no further discussion is necessary. However, if the board member in question does not recognize the potential conflict, the issue should be brought before the full board for discussion.

If a problem arises during a board meeting discussion, it should be addressed at that time. If the conflict is related to the meeting progress and/or a decision to be made, the board must decide how to proceed and indicate that decision in the meeting minutes. If necessary, a re-vote may be taken at the next meeting.

Sources and More Information

What are the most prominent health needs in your community?

Health care reform, new IRS Form 990 requirements, value-based purchasing, workforce shortages, transparency, governance scrutiny, health information technology, evidence-based medicine, changing demographics, economic challenges – these are just a few challenges facing hospitals and health systems in today’s complex and rapidly changing health care environment.

To successfully and effectively lead their organizations, boards of trustees must have a deep understanding of the issues, challenges and needs confronting them. They should have clear answers to questions such as:

- How dependent is our organization’s success on the direction these issues take?
- If the hospital’s mission is to improve the community’s health, what is the health status of the community?
- Does our board have the evidence and information it needs to make effective, data-driven strategic decisions?

Community needs and environmental assessments help trustees answer these questions. In addition, they provide hospitals and health systems with unique opportunities to connect with the community and maximize partnerships, and build trust opportunities for building public trust and confidence.

Why Conduct a Community Needs Assessment?

A comprehensive community needs assessment provides the hospital with first-hand information about the health care needs of the community it serves. With this “snapshot” of the community’s health, the hospital can identify the most pressing health care needs of the community, populations of individuals in need, gaps in care and services, barriers and challenges to receiving services, and information about other organizations that may already be working to meet specific needs. This information provides the foundation needed to build strategic and operational plans that will advance the hospital’s mission of service to the community. Using the data and information from the assessment, trustees can:

- Assess and evaluate where and how the hospital should direct its attention;
- Prioritize strategic initiatives; and
- Best determine the allocation of resources.

An Opportunity to Strengthen Community Relationships. A community needs assessment is also a prime opportunity to strengthen community relations and build community partnerships. For example, conducting an assessment provides opportunities for the hospital to collaborate with a variety of community organizations in the distribution of surveys and collection of data. In addition, conducting community-based focus groups and making a dedicated effort to solicit the views and opinions of community members can help build and strengthen positive perceptions of and trust in the hospital.

It’s Now Mandatory for Not-For-Profit Hospitals. Conducting a community needs assessment is now more than an important step in building community relationships and providing hospitals with the information they need to meet community needs—it’s also a requirement enforced by the Internal Revenue Service (IRS).

The recently passed Patient Protection and Affordable Care Act (PPACA) requires not-for-profit hospitals to conduct a community needs assessment every three years. In addition, hospitals are required to demonstrate that they have undertaken strategies to address the needs identified through the assessment.
While the PPACA does not prescribe how hospitals should conduct their community needs assessment, it does specify that the assessment must 1) take into account input from persons who represent the broad interests of the community served by the hospital facility, including those with special knowledge of or expertise in public health; and 2) be made widely available to the public. The Act also states that the community needs assessment may be based on information collected by a public health agency or not-for-profit organizations, and may be conducted together with one or more organizations.

Hospitals will be required to submit their community needs assessment information on the Form 990, including a description of how they are addressing the needs identified in the community needs assessment, a description of any needs that are not being addressed, and why those needs are not being addressed. Hospitals that do not fulfill the new community needs assessment requirements may incur a $50,000 excise tax.

The community needs assessment requirements of the new IRS tax code related to the PPACA go into effect for the taxable years beginning after March 23, 2010. In the meantime, the current IRS Form 990 already creates a window of transparency into the hospital’s efforts to understand and meet community needs. Part IV, “Supplemental Information,” of the Form’s Schedule H asks hospitals to:

- Describe how the organization assesses the health care needs of the communities it serves;
- Describe the community the organization serves, taking into account the geographic area and demographic constituents it serves;
- Describe how the organization’s community building activities promote the health of the communities the organization serves;
- Provide any other information important to describing how the organization’s hospitals or other health care facilities further its exempt purpose by promoting the health of the community; and
- If the organization is part of an affiliated health care system, describe the respective roles of the organization and its affiliates in promoting the health of the communities served.

Trustees should note the importance of this section as a critical opportunity to demonstrate and validate the hospital’s efforts to assess and understand the needs of their communities. The IRS is inviting hospitals to describe in greater detail their methodologies for determining the community benefit and services provided and to convey how these benefits and services promote the health of the community. Trustees and hospital leaders should expect the IRS and lawmakers to use this information as they determine the need for future laws and regulations governing community benefit and tax-exemption.

In fact, some experts predict that the penalty for failure to comply with the new community benefit assessment requirements will be greater than the $50,000 fine—it could be the potential for the IRS to revoke a hospital’s tax-exempt status.

Promoting Community Health

The American Hospital Association (AHA) provides the following guidelines to assist hospitals in planning and communicating their efforts to meet community needs.

- Hospitals’ commitment to community health as reflected in their missions, values, and goals should be understood and applied by everyone throughout their organizations.
- Hospitals should understand their communities’ unique health needs, and work with others in the community to meet those needs.
- Hospitals should periodically conduct a community needs assessment and assign responsibility for the hospital’s community benefit plan to a hospital employee.
- Hospitals should have ongoing processes for planning and monitoring how their commitment to community health is met through services and programs for the community.
- Hospitals should develop and make readily available to the public a comprehensive inventory of all the community programs and services offered, including specialty services, extended care, and programs that address social and basic needs, access, coverage, and quality of life.
- Hospitals should understand and publicly communicate the impact of their programs and services on their communities.
Practical Steps for Conducting a Community Needs Assessment

Maximizing the value of your community needs assessment requires careful forethought and planning. The process should begin with a clear definition of the objectives of the assessment by the board and the hospital's executive leadership. Hospital leadership must then communicate the importance of the assessment throughout the organization, and engage the hospital's employees in support of data collection efforts. In addition, involving community leaders and key stakeholders in the process is particularly critical to a successful community needs assessment.

Although every organization’s community needs assessment process will be different, the following steps provide an overview of the steps often undertaken in a community needs assessment.

**Step 1: Determine a Project Sponsor and a Project Coordinator.** The project sponsor is typically a member of the executive management team, but may be a board member. This individual serves as a liaison between the coordinator, the executive team and the board. The project sponsor provides oversight and high-level guidance, provides assistance in navigating threats or obstacles to the assessment, and is accountable for the successful and timely completion of the assessment.

The project coordinator is responsible for planning and implementing the logistics of the assessment.

**Step 2: Clearly Define the Objectives of the Assessment.** The general purpose of the community needs assessment is to identify health care needs that exist in the community, and to determine the role the hospital should serve in meeting those needs. A more clearly defined set of objectives will also identify:

- If the assessment will be used to set strategic direction, identify organizational initiatives and prioritize allocation of resources;
- If the assessment is or will be used in measuring progress against an established baseline of community need(s); and
- What elements of the assessment are required to be included in the assessment in order to fulfill any legal, contractual or regulatory requirements (for example, the board may want certain demographics to be collected and analyzed to substantiate the hospital’s Form 990 filing).

In addition to defining the information needed and how the findings will be used, the objectives should also define the assessment’s geographic reach, generally considered to be the hospital’s primary and secondary service area.

**Step 3: Identify Available Resources.** Define the budget, number of employees and other resources available and dedicated for conducting the community needs assessment.

**Step 4: Develop a Detailed Plan.** The project plan should include specific milestones, actions, accountabilities, dependencies and timeframes for completion. The plan should include processes for conducting the assessment, sources and methodologies for collecting data and information, a process for analyzing the results, and a plan for communicating findings and outcomes to the board, key stakeholders and the community.

**Step 5: Collect and Analyze Data.** Once the goals have been identified and the work plan has been approved, the next step in the assessment is to collect and analyze data. Utilizing multiple methods of data collection is recommended to ensure the widest possible opportunity for community representation and a clear picture of the issues, and can generally be divided into primary data collection and secondary data collection.

**Primary Data Collection.** The three most common forms of primary data collection are surveys, focus groups and personal interviews.

**Surveys.** Surveys are most frequently used to gather input from a larger number of people at the same time. Surveys may be conducted in various forms – a written paper survey, an online survey, a telephone survey, or a survey completed in-person by a survey-taker. Regardless of the survey format, it is important to consider the primary languages spoken in the community and provide translated versions of the survey as needed by the community.

When deciding which format to use, consider the target audience and the format that is most likely to achieve the greatest response rate. Once the format is determined, make survey submission as easy as possible. For example, if it is a written survey, design the survey form to fold into a “self-mailer” with the delivery address and prepaid postage printed on the front. Set up “survey stations” at various sites within the hospital, such as the entrance, lobby and waiting areas, admissions and business offices, cafeteria and other public spaces. Supply each station with a free-standing sign publicizing the importance of the survey and the hospital’s desire to hear from all segments of the
community, and include copies of the survey and a drop box for submitting the survey.

**Survey Design.** Surveys typically consist of closed-end questions with multiple-choice responses. These types of questions are easier to quantify and analyze for a large number of respondents. Open-ended questions may also be included, but responses require qualitative analysis to identify key themes and issues. For example:

- A multiple choice question may ask something like: “Are there health care services that are not available in your community that you think should be?,“ which the following answer options:
  - Yes, there are some services that are not available in our community and should be
  - No, there are no additional local services I need
  - There are some services not available in our community, but that is okay
- A logical follow-up open-ended question may be: “If there are needed services, what are the top 3 services you think are most needed?”
- You may also want to ask questions that allow multiple responses, such as “When you or someone in your family needs health care, are any of the following a problem? (Check all that apply),“ with the following answer options:
  - Childcare
  - Finding a hospital or clinic that provides care to people without insurance, or offers free or discounted care
  - Finding a hospital or clinic where the people speak my language
  - Transportation

**Survey Promotion and Distribution.** Oftentimes, traditional survey methods fail to engage important community populations and constituencies. These populations may include the homeless, those without available Internet or telephone services, individuals with disabilities, non-English speaking people and others. The needs and perceptions of these people are important when considering the health of the entire community and how health care needs are or are not being met. When determining your survey methodology, it is important to consider using more than one method in attempting to reach the broadest possible representation of the entire community.

To overcome a lack of widespread survey access and barriers for some populations, begin by identifying a broad network of partners willing to promote and encourage survey completion. Their participation may range from willingness to sponsor an on-site computer station for online survey completion to survey distribution and promotion. Ask employers if they will include the survey with payroll distributions, include a statement of survey availability with hospital billing statements, and ask retailers if they will allow distribution of surveys to customers at their store entrances. E-mail the survey to local chambers of commerce, civic organizations and others, asking if they will distribute it electronically to their members.

The survey should be available in multiple formats, including an online version with a link directly on the hospital’s Web site, as well as a written version that can be handed out or distributed via email. The survey should be translated into multiple languages if necessary to ensure that all sub-sets of the community respond.

In addition to distributing surveys through local employers and retailers, other alternatives to consider for survey promotion and distribution include:

- Your hospital’s Web site (the survey may be available to fill out online, or as a downloadable document to print and mail in);
- Distribution to hospital employees, volunteers, trustees, foundation members and other hospital or hospital related entities. Encourage employees to distribute the survey to friends, neighbors and acquaintances;
- Inclusion with other hospital mailings and public notices;
- Internal hospital communications;
- Local media - newspaper, TV and/or radio coverage and announcements;
- Distribution through physician offices, federal, state and/or county health clinics, other providers of health care and Medicaid programs;
Focus Groups. Focus groups provide another opportunity for input from people who work with community groups and under-represented populations. Generally limited in size, focus group participants respond to open-ended questions presented by a group facilitator. Views and perspectives are discussed in greater depth than can be accomplished in a survey. A focus group may be best conducted in follow-up to a survey, allowing themes and issues identified in the survey to be further explored and validated. Sample topics or questions that may be posed to a focus group include:

- Describe what a healthy community would look like 5-10 years from now;
- Identify the ten most serious health care problems that could prevent that vision from becoming reality;
- Identify the groups of people most at risk; and
- Identify whose accountability it is to find and implement solutions to improving the health of the community.

Focus group constituencies to consider include, among others:

- Members of the medical staff;
- Clinical care providers and managers of free clinics;
- Social services agency representatives;
- Civic leaders;
- School representatives; and
- Faith-based representatives.

Interviews. Like focus groups, interviews offer an opportunity to explore and validate themes arising from survey and focus group results. Brief, highly-focused interviews may be used as a means of gathering insights from individuals, such as physicians and others, for whom scheduling focus group time is difficult. Sample interview questions that might be asked of physicians and providers include, among others:

- What top five symptoms do you treat in your office that indicate community health problems or needs?
- What do you see as the root causes or primary forces that create these health problems?
- What do people in your community encounter that keeps them from getting necessary health care?

Secondary Data Collection. In addition to collecting data directly from surveys, focus groups and interviews, organizations should supplement their findings with secondary data. This information is readily available from various sources and can contribute to the overall strength of the assessment findings.

When collecting secondary data, it is important to determine what information has the most significance and to seek out local as well as state, regional and national level data. When possible, local health information should be benchmarked against state, regional and national trends. Benchmarking allows hospital leaders to explore questions such as: “Does our community exceed averages for various indicators of community health?” and “Is our community’s health status better or worse than that of similar communities?”

Identifying the potential causes and reasons behind these findings will help the board uncover potential opportunities and strategies for addressing the community’s health care needs. Typical categories of secondary data and information to research include:

- Population growth trends and projections;
- Age trends;
- Race and ethnicity trends;
20 Questions Every Washington Hospital Board Needs to be Able to Answer

Understanding Your Environment: Practical Processes for Understanding Community Needs and Environmental Trends

AHA’s Community Connections Strategy Checklist for Leaders

The American Hospital Association has identified the following questions for hospital leaders to consider as they conduct a community needs assessment and strive for strengthened community connections.

- Have you identified the communities you serve by geography and/or by those served?
- Does your organization conduct a community needs assessment?
- As part of that assessment, does your organization collect data on the demographics of your community, including population; income statistics; percentage of uninsured; percentage of Medicaid and Medicare recipients; medically underserved populations; the number of hospitals serving the population; and other factors relevant in your service area?
- Does your organization collect data on the economic, social, cultural, and/or geographic barriers to care that exist in the community?
- Does your organization have a process to assess the health care needs of the “communities within the community” you serve, in particular highly vulnerable populations?
- Does your organization work with others in the community, such as governmental, community, and/or social service organizations, to conduct your community needs assessment?
- Do you share the results of your community health assessment with other organizations and agencies in the community?
- Does your organization use the results of the community needs assessment to set priorities for community benefit efforts and programs?
- In setting the priorities for community benefit efforts and programs, does your organization work with others in the community, such as governmental, community, and/or social service organizations, and partner on needed health initiatives?

- Gender information;
- Income levels;
- Education levels;
- Uninsured rates;
- Unemployment trends;
- Rates of physical activity;
- Rates for preventive screening measures;
- Incidents of chronic disease; and
- Health care utilization.

Step 6: Develop a Summary Report of Findings. A summary report pulls together all of the findings, and should include the objectives of the assessment, the methodologies employed, findings, implications and recommendations. The findings from the needs assessment survey, focus groups and interviews should be synthesized and compiled in an organized and logical manner that allows the board and the hospital’s executive leadership to identify and evaluate the implications and develop potential strategies.

Step 7: Follow-Up. Trustees are responsible for making decisions about how the assessment results will be used. The assessment process should give the board a strong foundation for strategic planning by providing clarity about needed services and identifying specific, attainable goals for meeting community needs. Part of this process may mean determining if it is necessary to provide additional services or create new programs. Some services may benefit the hospital with additional income, while others may result in minimal or no profit. When evaluating potential new services, the board must decide if adding the services:

- Provides a substantial benefit to the community;
- Is important in fulfilling a specific community need;
- Contributes toward the community benefit activities required of tax-exempt hospitals; or
- Directly contributes to the achievement of the hospital’s mission.

Communicating the assessment results to stakeholders, partners in the assessment promotion and other community members is an important step in engaging their continued interest, support, trust and ownership of solutions to meeting needs and improving the health of the community.

What Does an Environmental Assessment Achieve?

In addition to conducting a community needs assessment, a good environmental and market trend assessment can provide boards of trustees with new insights and help drive sound strategic decision-making. Comprehensive environmental assessments offer:
• Relevant and reliable data needed for strategic analysis and evaluation;
• “Early warnings” of changes on the horizon;
• A consistent context for discussion, debate and decision-making;
• An integrated, holistic perspective of the health care environment;
• Improved organizational responsiveness to the environment; and
• Greater opportunity for successful achievement of strategic plan initiatives.

An environmental assessment should provide not only an outside look at the surrounding environment, but should give trustees a complete perspective by including an inward view as well. As with a community needs assessment, a variety of primary and secondary sources of information and data should be accessed to provide the greatest possible breadth and depth of relevant information. When possible, organizations should use the information, data and reports they already gather and produce, but which may not have been historically compiled into a single resource. This will minimize duplication of effort and ensure that all available information is included in one comprehensive and integrated location.

Conducting an Environmental Assessment

Environmental assessments typically focus on health care trends and forces for change in the health care field, providing hospital leadership with a more in-depth understanding of the issues and trends occurring in key areas. The areas of focus may change over time, but a good assessment will typically highlight:

- Health care trends;
- Local demographics;
- Competitor information;
- An organizational profile;
- Quality and patient satisfaction performance;
- Financial performance;
- Information about the medical staff; and
- Human resource issues, such as projected shortages, turnover rates and vacancies.

Health Care Trends.

Health care trend information highlights the forces for change that are projected to influence the direction of health care. Examples of current health care trends to consider include growing rates of uninsured and underinsured, health care reform efforts, rising consumer

### Inside and Outside Perspectives

Examples of data and information that should be collected and evaluated in the environmental assessment include:

**The Outside View**

- Reform efforts, new or proposed regulatory and legislative changes occurring in the health care field
- Demographic trends
- Community health and health care access information
- The economy, finance, and economic development
- Information technology trends
- Medical technology trends
- Trends in consumerism
- Payer trends
- Political issues
- Physician and other provider changes and trends
- Quality and patient safety mandates and developments
- Competitive information including statistics, market share trends, areas of excellence, and facility development

**The Inside View**

- Workforce trends, such as nursing and physician shortages, aging and retirement
- Service utilization
- A portfolio of the services offered by the organization including utilization trends, market share by service line and a SWOT (strength, weakness, opportunity and threat) analysis
- Foundation and other financial resource data
- Organizational access to and utilization of technology
- Facility development needs
- Quality, patient safety and patient satisfaction measures
- Financial performance
- Medical staff development status, trends and progress against plans
activism, increased hospital scrutiny and demands for transparency, rapid advances in science, technology and IT, workforce changes, including nursing and physician shortages, and the expansion of integrated delivery systems.

**Demographics.** The demographic section of an assessment provides a snapshot of local market demographics. Useful demographic information should include an overview of the organization’s primary and secondary service area, population growth projections, household income overviews, local area employment, unemployment and uninsured rates, etc.

**Competitors.** Competitive information provides a more complete evaluation of potential unmet community needs and opportunities, and allows the hospital to monitor potential competitive threats. This section of an assessment should include comparative statistical information on competitors’ number of beds, discharges, emergency department visits, occupancy, and revenue statistics. Margin trends, profitability, an assessment of range of services and market share trends should also be evaluated.

**Organizational Profile.** A strong summary of the organization’s profile ensures that each member of the board as well as the executive staff is working with the same understanding and knowledge about the organization’s current performance. A profile can also provide context regarding the resource capabilities of the organization and its ability to take advantage of emerging opportunities or to weather potential challenges to its operations. A comprehensive profile should include information about recent growth and development accomplishments such as new facilities or implementation of services. Technological capabilities and growth in patient volume should also be captured in the profile, as well as a portfolio of services and utilization trends for surgery, outpatient services, emergency department services, maternity care and other services available.

**Quality and Patient Satisfaction.** Quality and patient satisfaction belong at the forefront of the board’s attention. Quality, safety and satisfaction performance measures, initiatives and accomplishments should be captured and their implications should be continuously reviewed and evaluated by the board. Consumer preferences and perceptions as measured by a national standardized survey of hospital patients commonly referred to as HCAHPS (Hospital Consumer Assessment of Healthcare Providers and Systems), state reporting centers and other research sources are an important component of a comprehensive environmental assessment.

**Financial Performance.** The hospital’s financial status and resources are critical to the organization’s ability to carry out strategic initiatives and realize its vision. An assessment should address income and margin statistics and trends, inpatient and outpatient revenue statistics and trends, and financial and operating ratio analyses that identify resulting trends and implications. The assessment should also include an analysis of the hospital’s payer mix.

**The Medical Staff.** To complete an organization’s profile, an assessment should include statistical information about its medical staff. This data should include medical staff composition by specialty and membership type, recruitment planning goals and recent recruitment results, discharges by specialty, and physician referral information derived from the percentage of discharges by physician.

**Human Resources.** Workforce shortages are a significant health care concern today and for the foreseeable future. An environmental assessment should provide the board with the information and data necessary to stay abreast of this issue, including the measurement of any efforts on the part of the hospital to counter critical shortages. This portion of the assessment should identify hospital employee issues and concerns, and should compare vacancy and turnover rates to national trends. The implementation and progress of leadership development and other workforce initiatives should also be measured, analyzed and included in the assessment.

**Steps in the Environmental Assessment Process.** The steps to conducting an environmental assessment are similar to those of the community needs assessment:

- **Step 1:** A project sponsor and project coordinator should be determined.
- **Step 2:** Clearly defined objectives for the assessment should be established.
- **Step 3:** Necessary financial and employee resources should be identified.
- **Step 4:** A work plan should be developed and implemented, and the work of the assessment completed.

**Putting the Assessments to Work**

Armed with the information provided in the assessments, the board should first ask: “What impact will trends and forces for change have on health care and on our hospital?” For example, when faced with changing medical staff
demographics trustees might ask: “What are the critical projected changes in our physician workforce demographics?” and “based on these changes, what will be the key demands on the healthcare system in the next five years?”

Once the questions are framed, the organization must make astute assumptions about the implications and impacts these issues hold for the future of the hospital. The board should work with the senior leadership team to evaluate the organization’s resources, abilities and capacity to successfully respond in face of these assumptions. The outcomes of the assumptions and evaluations will lead the board and management in determining critical strategic opportunities, threats and resource gaps.

Trustees are responsible for making decisions about how assessment results will be used. The assessment process should give the board a strong foundation for strategic planning by providing clarity about health care trends and needed services, and help identify specific, attainable goals for meeting community needs. The board must decide if adding (or eliminating) services:

- Provides a substantial benefit to the community;
- Is important in fulfilling a specific community need;
- Contributes toward the community benefit activities required of tax-exempt hospitals; or
- Directly contributes to the achievement of the hospital’s mission.

Communicating the assessment results to stakeholders, partners in the assessment promotion and other community members is an important step to engaging their continued interest, support, trust and ownership of solutions to meeting needs and improving the health of the community.

Three Ways to Maximize Your Investment

Leverage the Work. The environmental assessment is a significant resource of information that can be used in multiple ways by individuals and departments throughout the organization. It should become a dynamic “go to” document that is shared widely within the hospital. As requests for information and data are made throughout the year, they should be noted and evaluated for relevance. If deemed appropriate, new information and data should be incorporated into the assessment to continue building and improving on the strength, relevance and usefulness of the organization’s environmental intelligence.

Put the Assessments to Work at Board Retreats. Community needs and environmental assessments provide a strong, evidence-based foundation upon which the board can build its strategic plan. Entering a retreat armed with assessment data and information, trustees can envision and develop critical assumptions about the trends and forces expected to influence the health care field in coming years. Required capabilities and resources to meet those assumptions can then be identified, and the organization’s readiness can be assessed. Assessment knowledge and the assumptions derived from it allow trustees to better evaluate current strategies and to develop new, targeted strategies for achieving its mission and vision.

Ask “What Do We Know?” Assessment work does not end with a board or leadership retreat. Staying attuned to the community and the health care environment requires ongoing effort. Trustees must continually ask “What do we know today that we didn’t know at our last board meeting? Does this new knowledge in any way change any of our assumptions?” And “If so, how does that change affect our capabilities and strategies moving forward?”

Sources and Additional Information

What is community benefit and what’s the board’s role in ensuring it?

The U.S. health care system is at a crossroads. Debate is once again focused on the “broken” system, and identifying realistic solutions to “fix” it. As the reform debate heats up, hospitals’ not-for-profit status and the community benefit they provide will continue to come under scrutiny. In addition, turmoil in the economy is leading the government, as the largest financier of health care services, to further evaluate the benefit hospitals provide to determine whether they “earn” their not-for-profit status. With scrutiny coming at hospitals from all angles, clearly communicating community benefit is more important than ever.

Congress is increasingly looking at what taxpayers are getting in return for the tens of billions of dollars per year hospitals receive in tax subsidies because of their not-for-profit charitable status. The Senate Finance Committee and the Internal Revenue Service have stepped up their efforts to challenge whether hospitals’ community benefit programs and services are adequate to support their tax-exempt status.

IRS’ New Schedule H Highlights Not-for-Profit Scrutiny

In 2008 the Internal Revenue Service (IRS) released the revised Form 990 and an initial set of 16 new schedules, including Schedule H, a brand-new schedule for completion by tax-exempt hospitals.

The IRS described its efforts to develop the new form and schedules as a resource for improving transparency, promoting compliance and minimizing filing burdens for not-for-profit organizations. The agency stated that the new Schedule H for hospitals was an attempt to “combat the lack of transparency surrounding the activities of tax-exempt organizations that provide hospital or medical care.”

Connecting with the Community is Essential

In addition to the IRS’ new Schedule H highlighting the government’s desire for additional information about the community benefit provided by hospitals, consumer frustration about health care is driven by a lack of awareness and understanding of the current system and its challenges, something that an effective community benefit report and community engagement effort can address.

Most people do not understand how hospitals are organized and managed, how they work, what they do to provide charity care, or what they do in their communities as a part of their mission to provide community benefit and improve community health. They do not understand the magnitude of the forces that are changing health care, including payment inadequacies, the negative impacts of overregulation, the dramatic increase in “disruptive technologies,” changes in the workforce and more.

In the absence of information and evidence, people rely on personal experiences, their own intuitive beliefs and personal opinions to shape and sustain their belief structure about what’s good and bad about health care. Once in place, it is extremely hard to impact peoples’ strongly-held beliefs and perceptions.

Hospital leaders have an opportunity to help shape positive public perceptions about their hospital. They have an obligation to communicate the unique challenges they face, how they are dealing with those challenges in a very difficult environment, and why their hospital relies on the commitment and loyalty of its community to ensure its ability to continue providing high quality health care services well into the future.
What Counts, What Doesn’t

As hospitals work to create a community benefit report, a number of questions must be addressed concerning what activities hospitals should include. The following are points to consider for inclusion:

- **Community Health Education.** Education on specific disease conditions, health promotion and wellness programs, prenatal classes serving at-risk populations
- **Community-Based Clinical Services and Subsidized Services.** Free or low cost care to the uninsured, vans and mobile units used to deliver primary care services, hospice and home care, charity care and bad debt, free or discounted immunizations at a health fair or mall presentation
- **Financial Contributions.** In-kind services donated by staff during working and non-working hours, donated space to community groups for meetings, fund-raising costs for community programs
- **Community-Building Activities.** Financial support for community health programs and partnerships, participation in economic development council, community forums and reports
- **Health Professions Education.** Internships, residencies, scholarships, tuition reimbursements as an employee benefit, subsidized on-site training for nurses, nursing students and technicians, training for medical translators

Source: Catholic Health Association

Preparing Your Community Benefit Report

The American Hospital Association (AHA) recently developed a comprehensive resource to help hospitals develop a community benefit report, called “Telling the Hospital Story: Going Beyond Schedule H.” The toolkit includes case examples, sample completed written and PowerPoint® reports, and worksheets to guide hospitals in the process of developing their own reports and communication process.

The AHA stresses the importance of making community benefit programs “real” to people via stories, examples and successes, explaining that the “information required by the IRS on the new Schedule H provides communities with only a limited view of what hospitals do for the communities they serve.” It is essential that hospitals communicate that they do more than treat injury and illnesses—each hospital’s programs and services meet their community’s unique needs, whether it is transportation for elderly patients, dental care for children, or a center serving the homeless.

The sample community benefit report developed by the AHA includes:

- A graphical summary of expenses, including items required in the Schedule H, such as charity care, bad debt, unreimbursed Medicare and Medicaid costs, community health improvement programs, education, research, and community-building activities;
- A letter to the community from the CEO and board chair;
- An overview of services provided to the community, including charity care and financial assistance, need-based programs such as a dental care clinic, elder care program and women’s resource center, educational classes for community members, and employee volunteer time;

report to every member of the community. Others publish stories in their local newspaper and post their report on their Web site so that it is easy to find. Still others share the information through presentations at town hall meetings, local community gatherings, and personal meetings with key stakeholders and legislators.

Although every organization may employ a slightly different approach to communicate its story, one success factor is constant: their mindset is to use their community benefit report as an opportunity to build relationships and strengthen trust with the community.

Preparing for Best Practice Community Benefit Reporting and Communication

Getting the Right Mindset

A community benefit report is not simply a report that itemizes the total dollars spent on charity care and bad debt, the number of people employed, or the number of births or emergency room visits in the past year. In fact, best practice community benefit reports are much more than a list of statistics and numbers required to be reported on Schedule H.

Instead, hospitals that produce best practice community benefit reports view the report as an opportunity to tell their full benefit story. Their reports include pictures and personal stories about patients, families, and communities impacted by the hospital. Their reports are colorful, easy-to-read, and include graphs and statistics highlighting important information, while using narratives and pictures to tell the story.

Hospitals producing best practice community benefit reports don’t stop with the report. They use the information to build relationships with the community. Some send copies of their
Questions to Consider: Are You Prepared?

In light of the current environment and new IRS requirements, discussing your organization’s community benefit report should be a top board priority whether you develop a report every year or this is your first time. As your board prepares, questions to consider include:

- Does your board understand the requirements of the Form 990 and Schedule H?
- Is your board committed to go beyond the basic requirements and use your community benefit report as an opportunity to strengthen community ties?
- Have your organization’s leaders reviewed the AHA toolkit to help you prepare a comprehensive community benefit report?
- Do you have a communications plan for how you will use your community benefit report once it is complete? How will you share the information with the community? Who will you communicate directly with? If you will hold or attend local community meetings, who will present, and what is the role of the board?
- Do you have a long-term plan for identifying community needs and using your annual community benefit reporting process to share with the community the needs you have identified, and how you are meeting those needs?
Without sufficient quality caregivers and support staff, hospitals will not be able to successfully meet the growing health care needs of their communities. With the passage of health care reform legislation and an aging population, hospitals must be well-prepared for increasing service demands at the same time that physician, nurse and allied health professional workforce shortages are looming.

The shortage of needed hospital professionals is a critical challenge for hospitals, and should be a priority for their boards of trustees. According to American Hospital Association (AHA) research, the pipeline of new graduates from nursing, pharmacy, and allied health education programs is insufficient to meet emerging demand across the nation. Resolving the workforce shortage will take action on many fronts, very importantly through retaining valued and essential health care workers by improving employee commitment and loyalty to the organization and its community health improvement mission.

Today's health care workforce is changing, and the way people access health care services in the future will change – from new technology to in-home care to medical homes. As the field moves forward to embrace a new generation of caregivers and new ways of providing care, boards of trustees must set the agenda and provide the will and resources to ensure their organizations’ success. Employee motivation, dedication, commitment and loyalty, as well as encouragement of creativity and employee empowerment to use technology and people in new and innovative ways, will play critical roles in quality and patient satisfaction improvement, and employee recruitment and retention. Hospitals’ ability to successfully meet patient, payer and community needs will be dependent on hospitals’ ability to ensure a workplace culture in which employees are valued, involved, engaged and empowered to play a vital role in achieving the mission and strategic objectives.

New Times, New Workforce Needs
Health care organizations have been coping with a workforce shortage and the impending retirement of the baby boomers for many years, but the causes of and solutions to the continuing shortage are evolving, driven by the direction of health care reform, technology innovation and consumer expectation. While in the past the shortage was in large part addressed by increasing the supply of caregivers, trustees and hospital leaders must re-think the ways they will prepare for and address solutions to future workforce shortages.

The American Hospital Association’s 2009 Long-Range Policy Committee recently evaluated the workforce issues that health care organizations will likely face in the coming decade, and developed recommendations for hospitals to develop successful workforce strategies. One of the primary findings of the committee was that “most workforce projections for individual occupations assume no change in the way care will be organized and financed in the future. The assumption of no change in health care delivery and financing is unlikely as legislation and/or market forces stimulate change.” As trustees work with senior leaders and medical staff leaders to develop a workplace culture and workforce development strategies that
will ensure success in meeting future market needs and opportunities, they should consider the key findings included in the AHA report, *Workforce 2015: Strategy Trumps Shortage*.

**Changes are Coming in the Way Health Care is Delivered.**

Trustees should be prepared for changes in the way health care is delivered, and understand the imperative to use employees and technology differently in the new, reform and technology-driven environment. Key findings included in the AHA report include:

- New scientific developments are occurring in the area of biomedical sciences, biomedical materials, medical devices, and computer services;
- Reimbursement is shifting from payment for individual services to payments for episodes of care, requiring coordination amongst multiple providers;
- Payments will be based on achieving quality measures, and penalties will be experienced for poor outcomes;
- There will be fewer uninsured patients, and more patients will be covered by governmental programs, particularly in the wake of the recently passed health care reform legislation;
- New care models, such as ambulatory, home and community care will become more prevalent, replacing traditional inpatient care, and new communication and monitoring technologies will be increasingly used; and
- Broad implementation of electronic record keeping, monitoring and reporting will enable patients and providers to communicate real-time.

**All Business Sectors Will Face a Tighter Labor Market, Not Only Hospitals.** Over the past several decades the U.S. workforce has fared well for several reasons: a large number of women have entered the workforce, and the number of baby boomers working far out-weighed the small number of people born during the Great Depression who were retiring. Requirements for the future health care workforce are different for two compelling reasons: 1) the aging population will need more health care services, and 2) there simply aren’t enough up-and-coming health care workers to off-set the large numbers of retiring baby boomers. According to the U.S. Bureau of Labor Statistics, projections for the decade from 2006 – 2016 estimate that 15.6 million jobs will be available, but the civilian labor force will only increase by 12.8 million people.

This disparity means that health care organizations across the nation will be seeking additional caregivers to meet an increased demand for services at the same time that all other industries will also be developing initiatives to attract the same labor force.

The challenge for health care organizations is amplified by the projected increase in demand for services. Based on current trends, the U.S. Bureau of Health Professions projects a shortage of over 100,000 physicians in 2020, and Vanderbilt University estimates that there will be a shortage of 260,000 registered nurses in 2025. And while a significant increase in enrollments in medical schools is anticipated over the next ten years, most of those students will not have completed their training by 2020. In addition, training for nurses, therapists, and other health care providers is limited by school budget challenges, faculty shortages and space limitations.

The combination of anticipated amped up competition for qualified, skilled health care employees and the fact that higher education programs turning out health care providers will not be able to keep up with market demand places a new challenge on health care leaders: not only is recruitment and retention more important than ever, but the way that health care leaders think about how the future workforce will be used and managed will require greater creativity, foresight and leadership thinking.

**Traditional Staffing Practices Will Change.** Because of the long pipeline for training and producing health care professionals, the supply of graduates increases slowly. Many hospitals and health systems simply won’t have enough physicians and other caregivers in the next decade to provide the care that will be demanded in a new era as mandates and expectations.

As hospitals anticipate a tighter labor market and more competition for highly qualified health care workers moving forward, they will not be able to successfully recruit and retain staff to work in a work environment known for being stressful, hectic, unappreciative or threatening. Boards of trustees have the power to demand an environment that improves efficiency and effectiveness, nurtures workforce loyalty and dedication, and improves the patient experience.

The AHA committee recommendations state that “unlike the process reengineers of the late 1980s and 1990s who largely ignored the human element, you can combine flexible
technology with engaged employees and create the work of the future.

Hospital boards of trustees can play a vital role in encouraging the right environment, providing the resources necessary and asking key questions of organizational leaders about what they are doing to be creative in redesigning work processes, using new technologies to increase efficiency, effectiveness and employee satisfaction when possible, and making the workforce the hospital's most vital quality and patient safety asset. The most successful work redesigns are developed by front-line workers who create solutions customized to their work environment, culture and patient needs. Recent studies provide additional information about innovative work models, including the Transforming Care at the Bedside Project conducted by the Institute for Healthcare Improvement and tools on the Agency for Healthcare Research and Quality website focused on work design (http://teamstepps.ahrq.gov).

Expect More Collaboration. Health care organizations' staffing approaches should also increase collaboration and make effective use of multidisciplinary teams. With the likely long-range shift toward increased care coordination, bundled payments for service delivery and a move toward medical homes, coordination of care across provider types and care settings will be essential.

Creativity in Retaining Current Staff

Retaining current valued health care professionals is the first and most vital step in preparing to succeed despite coming workforce shortages. Creating an environment that strengthens employee commitment and builds employee loyalty reduces turnover and makes recruitment of new employees less expensive and time-consuming. Hospital leaders should consider several approaches as they develop retention strategies.

Find Ways to Motivate and Retain Employees on the Edge of Retirement. Retaining employees close to retirement is an opportunity to minimize shortages while simultaneously capitalizing on their years of training and workplace experience.

The Board’s Role in Nurturing a Positive Workplace Culture

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<tr>
<th>Workplace Problems the Board of Trustees Should Provide Leadership to Avoid</th>
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<tr>
<td><strong>1. Dysfunctional leadership team.</strong> Lack of a cohesive, unified leadership team sends a mixed message to employees and can cause divisiveness among the leadership team as well as employees that take “sides” with specific members of the leadership team.</td>
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<td><strong>2. Uneven and inconsistent performance evaluation process.</strong> Lack of consistency in the manner in which employee evaluations are conducted can not only result in employee perceptions of unfair promotions and a poor employee-management relationship, but it also tends to coincide with employees receiving little feedback (positive or negative), limiting employees’ ability to improve their performance.</td>
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<td><strong>3. Lack of organizational transparency and sharing of information.</strong> Building employee morale and a sense of trust is difficult when employees do not feel included in organizational decisions. For example, employees should never read about organizational news in the newspaper before hearing it first at work.</td>
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<td><strong>4. Unclear mission, vision and strategic direction.</strong> Although the board and leadership team may have a clear direction for the future, if it is not clearly communicated to employees they may feel that the organization has no direction and/or decisions are made without a “bigger picture” in mind.</td>
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<td><strong>5. Confusion in organizational structure and functions.</strong> Employees must know who they report to, who conducts their annual evaluation, and understand the “chain of command” if they need to discuss an issue with someone above their immediate manager or supervisor.</td>
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<td><strong>6. Lack of a sense of value.</strong> Employees must feel valued and appreciated; although constant feedback from co-workers is critical, positive feedback from management as well as the executive team plays a crucial role in ensuring that employees feel appreciated.</td>
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<td><strong>7. Culture of blame.</strong> Developing workable solutions to problems without placing blame is a key factor in quality improvement. Likewise, employees and managers should not engage in “finger-pointing” and placing blame on one another when problems arise, but should rather use the occasion as an opportunity to pinpoint a performance gap that must be closed.</td>
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<td><strong>8. Inconsistent and mixed communication.</strong> Employees must feel that they are valued enough for the leadership team to share current issues and decisions, as well as seek employee ideas and input before making decisions that significantly impact employees and their patients.</td>
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<td><strong>9. Lack of interaction and decision protocols.</strong> Lack of a clear definition and adherence to simple protocols addressing reporting relationships can create animosity among employees, supervisors or managers that believe their authority and responsibility has been undermined.</td>
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<td><strong>10. Rumors, misinformation and mixed messages.</strong> Lack of effective communication can result in rumors about the organization or mixed messages from the leadership team, leading to a confused workforce and a perceived lack of management consensus and cooperation.</td>
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and expertise. While older employees may not be able to or be interested in working the same rigorous schedule as younger employees, they can bridge a critical gap by providing training, mentorship, and other roles that utilize their extensive experience and expertise.

The current economic downturn may strengthen this opportunity for health care organizations, as many employees nearing retirement may choose to postpone their retirement due to declines in their retirement funds and other investments. According to a 2009 survey conducted by the Employee Benefit Research Institute (EBRI), 72% of workers report that they expect to work for pay in retirement. Although it is unknown whether current economic challenges will alter these predictions, some experts predict that the percentage of workers interested in working past the typical retirement age will increase even more.

Understand and Adapt to the Needs and Goals of Different Generations. Today’s workforce is generally comprised of four unique generations: 1) Traditionalists (born before 1945); 2) Baby Boomers (born between 1946 – 1964); Generation X (born between 1965 – 1978); and Millenials (born 1979 – present). Each generation has unique workplace priorities and preferences, and successful workplace cultures must respond to each of these generations at the same time. The board must ensure the necessary flexibility and creativity that ensures that each generation’s unique needs and desires are met – whether it’s more flexible schedules, employee empowerment, encouraging innovation, or simply more enjoyment in the workplace.

According to the AHA report, the typical hospital culture does not match the work expectations of the Millennial generation (the generation born between 1979 and the present). For example, while the typical hospital culture is hierarchical, with fixed schedules and hours, the younger generation seeks greater workplace flexibility. In addition, the Millennial generation is more likely to seek to use computers, virtual networks, texting and other technology tools in their work. Hospitals must evaluate their cultural capacity, and determine their ability to attract employees in this generation.

Make Employee Commitment and Loyalty a Critical Strategic Priority. Despite evolving generational expectations and changes in the way the health care workforce is utilized, some basic retention strategies never change. Every day, in every hospital, some people simply don’t get along. Personalities clash, priorities diverge, working styles differ, and performance expectations vary. These factors are magnified as employees work closely together under stressful conditions where they are highly interdependent upon one another’s skills and personalities to ensure a high quality patient experience.

Hospital employee dissatisfaction can escalate quickly as a result of a variety of factors. For example, when employees feel that their opinions aren’t sought or valued, that they aren’t paid equitably, when they believe that managers “play favorites,” or when the workplace environment is hostile or threatening for a variety of other reasons, personal frustrations can consume employees’ attention and time. This not only impacts patient care, but it can lead to unnecessary turnover, a resulting shortage of qualified staff, and a poor community reputation. Conversely, high levels of employee satisfaction can improve patient care, strengthen employee teamwork, improve patient satisfaction, and ultimately result in improved retention and strengthened recruitment, and greater levels of public trust and confidence.

Governance Leadership Actions to Help Ensure a Positive Workplace Culture

Be Involved At the Right Level. The board of trustees should ensure that the executive team has a plan of action to achieve specific organizational goals, such as employee and provider loyalty and satisfaction, living the organizational ethics and values, employee empowerment, growth, quality and patient safety, etc.

Ensure Meaningful Performance Evaluation Methods and Results. The employee performance evaluation process should ensure that:

- Managers conduct employee evaluations at least annually;
- All employee evaluations include a dialogue between the manager and employee, providing positive and constructive feedback;
- The process effectively evaluates employees’ performance in meeting their job descriptions, overall organizational expectations, and assisting the organization in achieving its mission, values and vision; and
Employee evaluations are conducted fairly and equitably, including if or how employee compensation is affected based on employees’ annual review process.

**Involve Employees in Organizational Decision-Making, and Recognize High Performance.** Boards of trustees and senior leaders must continually strive to find new and innovative ways to seek employee feedback, and demonstrate that employee ideas and opinions are highly valued. When seeking employee ideas, management must follow-up on the feedback received, take action and update employees on the status of their ideas and suggestions, and keep the board of trustees aware of trends in employee satisfaction and engagement.

Management recognition of individual accomplishments and achievements is also essential; while praise from co-workers is meaningful, and receiving rewards and recognition from the executive team and/or the board is a critical component of employee morale. Developing cross-functional teams comprised of employees and managers can help organizations develop approaches to recognize and reward their high-performing employees.

**Ensure Organizational Transparency.** Increasing the transparency of operations can help organizations to improve employee satisfaction. For some organizations, becoming transparent requires a cultural change. Transparent organizations allow employees to see and share information and make suggestions. They communicate strategies and objectives to employees, and provide regular updates about progress toward achieving those objectives. Updates may include specific metrics the organization is striving for, challenges identified for the future, financial information, and the organization’s progress in meeting community needs.

Identification and recognition of the challenges facing the workforce enables hospitals to redesign work and workplace environments so that they are able to offer careers that attract, retain, and develop the “best and the brightest” in adequate numbers. Nurturing a positive workplace culture should be a prominent part of the board’s strategic agenda.
All of this financial pressure is causing many hospitals to consider some form of affiliation with another organization that can bring financial strength and resources to help them achieve their mission and vision. In order to determine the alternative that best suits a hospital, it is imperative for the hospital’s governing leadership to take a long-term view, and carefully determine the approach that will best ensure the development, continuity and security of the community’s health care. The organization must be operated and structured to provide flexibility and responsiveness to the community’s current health needs, and be able to effectively and successfully respond to emerging health needs.

The hospital’s board of trustees should consider the following key questions as it evaluates any change to its present organizational structure:

- What is the organization’s most viable and valuable health care role, both now and in the future?
- What is the organization’s position in the regional health care continuum, and how can that position be solidified?
- What strengths and assets are most critical for the organization to possess?
- What types of management and operating resources does the organization need to have access to in order to meet future community and organizational needs?
- How should the organization be structured to be able to best meet the health needs of the community? Is the status quo the best alternative, or something else?

Overview of Operating Structures

Hospitals have several options for changing ownership, affiliations and structure. The best option will be determined as a result of a careful examination of the hospital’s current operating performance, resources and needs, projections of future needs, challenges and opportunities, assessment of national and local health care trends, and community needs. Below is a brief summary that describes four basic organizational alternatives, which is followed by a summary of the advantages and disadvantages of each alternative.

Independence. Some maintain that an independent hospital cannot be fully effective and successful in meeting the community’s health care needs in today’s complex and rapidly-changing health care environment. However, a case can also be made that an experienced, professional and capable CEO, working closely and effectively with an educated, motivated, responsible and committed board of trustees and medical staff, can still be successful in today’s challenging environment.

The keys to success as an independent hospital are leadership, vision, capital, and community loyalty and commitment. The administration and the board must be able to anticipate and aggressively and effectively deal with the multitude of complex issues facing the hospital, operate successfully in a climate of rapid change, offer uniqueness and distinctiveness in services and customer service, deliver high quality that meets or exceeds patient needs and earns patient and community loyalty, and be able to preserve or expand market share in the service areas provided.

Hospitals today are under significant financial pressure, primarily as a result of the current economic crisis. A recent American Hospital Association (AHA) survey revealed that half of hospitals in America have reduced staff, 20 percent have cut some subsidized community services, 80 percent have cut capital spending, and 95 percent report that their capital situation has not improved.
Advantages of independence may include:

- Continued status as community-owned and community-governed;
- CEO reports directly to the board of trustees, ensuring clear and direct lines of local responsibility and authority;
- Flexibility in making operating decisions and changes without outside interference; and
- Preservation of current structure and identities.

Disadvantages of independence may include:

- Current financial and utilization trends may inhibit ability to improve services and long-term viability;
- Potential for narrow, isolated decision-making may cause the hospital to miss opportunities;
- Fewer options to access capital;
- Greater vulnerability to competitive threats; and
- Lack of immediate, ready access to needed personnel.

Management Contract. Operating successfully under a full-service management contract requires strong communication between the organization, its board and the management entity, and a clear understanding of and agreement to mutual objectives and expectations.

When management contract arrangements fail it is often because the hospital client does not adequately analyze and understand its true needs, select the appropriate management firm, structure an appropriate, mutually-beneficial contract, and then manage the contract to ensure that the hospital’s goals, services and actions are directly related to those needs.

There are two types of management contracts a hospital could consider: 1) full-service management contract with a hospital management company; and 2) management contract with a regional hospital or hospital system that can offer access to the range of management services the organization needs.

Advantages of a management contract may include:

- Continued status of the hospital as a community-owned, community-governed and locally-managed organization;
- Governing autonomy and flexibility preservation;
- Management company experience provides access to proven and tested systems and programs that may be successfully adapted to the hospital’s needs;
- Easy and immediate access to a broad range of key personnel and management company resources makes it convenient for the organization to access needed assistance quickly;
- Opportunity for information exchange with other managed hospitals with similar needs; and
- Flexibility to terminate the management contract if the board of trustees becomes dissatisfied with the management company’s performance.

Disadvantages of a management contract may include:

- Added cost of the contract to already strained financial resources;
- Loss of decision-making autonomy and flexibility (based on contractual provisions);
- Potential to develop a “dependency” on the management company’s products and services making any necessary return to proprietary management difficult;
- Potential to lessen somewhat the board’s sense of community and fiduciary responsibility and accountability;
- Key personnel are employees of the management company, not the hospital. Management “loyalty” is to both the board of trustees and the management company; however primary loyalty will likely be to the actual employer (the management company), on which key personnel rely for future opportunities;
- The organization pays for broad access to a range of services it may not need or utilize;
- May reduce or eliminate “comparison shopping” for vendors in key areas where the management company provides products and services.

Lease to or Merger With Another Health Care Organization.

A hospital lease is essentially a contract that gives possession of hospital land, buildings, equipment and services to a lessee for a specified period. Under a lease arrangement the organization gives full use and responsibility for the facility to another party to manage and operate as it sees fit, within the parameters specified in the lease agreement. A merger is essentially a transaction through which one corporation acquires the assets and assumes the liabilities of another corporation.

Advantages of a lease to, or merger with another health care organization may include:
Access to new sources of capital for equipment, salaries, physician recruitment, etc.;

Streamlined, fully integrated decision making may create greater operational flexibility;

Ability to improve competitiveness in the areas of cost, quality, and outcomes;

Proceeds from the transaction, if any, to a newly-formed foundation (or other not-for-profit entity), which may be used in a variety of ways consistent with the hospital’s mission;

Predictable source of income over the life of the lease;

Potential role for some form of local advisory board governance;

Elimination of business risk;

Single point of decision-making streamlines and speeds the decision process;

Improved ability to align services and operations; and

Opportunity to streamline governance and operational decision-making and direction.

Disadvantages of a lease to, or merger with another health care organization may include:

Loss of control: policy control is in the hands of the lessee or new entity;

At some point the hospital may seek to regain control of operations, and could be required to assume significant costs to do so successfully;

Under a lease, the philosophy and standard of care of the lessee prevails; there is no absolute assurance that services provided will match community needs;

Under a lease, the cost of payments to the lessor becomes a new cost to the lessee, making it more difficult for the lessee to build a positive bottom line;

Potential reduction in autonomy and identity; and

Community preference for an independent hospital.

Strategic Affiliation. A strategic affiliation is typically a looser arrangement under which two organizations agree to work together contractually to achieve a broad set of objectives.

Strategic affiliations may take many different forms, with a variety of mutual commitments.

A strategic affiliation, under the right circumstances, may enable economic, governance and programmatic integration that could benefit a hospital and its employees, physicians and patients. It could also enable more streamlined payer contracting, and better coordinated management, governance and strategic planning. Services could be integrated and broadened, and managed care contracting strength could be enhanced.

Advantages of a strategic affiliation with another health care organization may include:

Ability to benefit from the name and reputation of a larger, well-respected organization;

Improved professional advancement potential for employees;

Ability to improve competitiveness in the areas of cost, quality, and outcomes;

Improved access to capital;

Ability to reduce unnecessary duplication of services through appropriate service consolidation;

Ability to be a part of a broader network of providers;

Ability to be part of a unified managed care contracting effort; and

Ability to develop seamless joint initiatives.

Disadvantages of a strategic affiliation with another health care organization may include:

Potential reduction in hospital autonomy and identity;

The philosophy and standard of care of the controlling entity prevails; there is no absolute assurance that services provided will match community needs, or how and where services will be delivered; and

Community preference for an independent hospital.

Regardless of the organizational structure choice made in today’s difficult economic environment, it is the board’s responsibility to ensure that the choice strengthens the hospital’s ability to achieve its mission and vision, and secures the long-term health care future of the community.
### Questions to be Addressed

- How satisfied are you with the progress the hospital has made in the last five years?
- Is the hospital mission still an accurate description of the hospital’s purpose? If not, what should be changed?
- Is the vision an accurate picture of what the hospital should be striving to become? If not, what should be changed?
- What are the most significant characteristics of your current situation (e.g. market position, financial position, competition, opportunity for expansion, etc.)?
- What are the most dominant issues facing the hospital today? Short-term (next 12 months)? Mid-term (1 to 3 years)? Long-term (over three years)?
- What are the unmet or under-met health care needs of residents of the hospital’s service area?
- What local market trends are most critical to understand in shaping the hospital’s strategic future?
- What major assumptions should we make about the environment that will impact our ability to achieve our strategies (e.g. the economy, competition, reimbursement, inflation, etc.)?
- What is the hospital’s unique, market-based vision in key success areas (e.g. managed care, community health status, premier provider, delivering value, affiliations, community leadership, public trust, accessibility, appropriate services, innovation, financial health, etc.)?
- What factors are most critical to the hospital’s success over the next 1 – 3 years (e.g. cost efficiency, quality, technology, community support, information systems, patient and payer satisfaction, employee development, service innovation, consolidation, external relationships, market coverage, etc.)?
- What limiting factors will the hospital have to overcome to be successful?
- Where does the hospital have the most potential for growth? What services should the hospital consider in order to further solidify its market position?
- What are the hospital’s major strengths and competitive advantages? What are its significant weaknesses and competitive liabilities?
- What market niches or opportunities are most critical for the hospital to capitalize upon (short-term, mid-term and long-term)?
What does health care reform mean for governing boards?

The passage and implementation of the Patient Protection and Affordable Care Act (ACA) has left many health care organizations, businesses and individuals with more questions than answers, as everyone sorts out how the ACA will impact their organizations. The Board of Trustees is responsible for providing strategic leadership to help the hospital navigate this tumultuous, uncertain and challenging time of change, a task made more daunting because of the large-scale impact health care reform will have on the hospital. In order to successfully prepare for and lead their hospitals through this reformation, trustees should be knowledgeable about various aspects of the reform legislation, and how it may impact their hospital in the coming months and years.

The problems and challenges associated with America’s health care system have been the focus of the reform debate for years. Individuals forced to choose between paying for health care and paying other living expenses are often used as examples of the nation’s health care problems. In pressing for reform, President Obama’s commitment has been “to control rising health care costs, guarantee choice of doctor, and assure high-quality, affordable health care,” a reflection of frequently cited problems with the nation’s health care system: unchecked costs, access and quality.

This BoardBrief has been developed to provide hospital trustees and senior leaders with an understanding of some of the basic elements of health care reform. As public comments are submitted, proposed rules debated and final rules issued, some details and provisions are expected to change. Regardless, we hope this BoardBrief contributes to informed knowledge of health care reform, and a greater understanding of its implications on hospitals and health systems across the country.

Will Reform Do What it Should?
The Patient Protection and Affordable Care Act (ACA) and the Health Care and Education Reconciliation Acts are now law, but the rules and regulations are still being defined. The most significant social legislation enacted since Medicare in the mid-1960s, it remains to be seen if reform will achieve what the Obama Administration set out to accomplish:

- Reduce the long-term growth of health care costs for businesses and government;
- Protect families from bankruptcy or overburdening debt because of health care costs;
- Guarantee choice of doctors and health plans;
- Invest in prevention and wellness;
- Improve patient safety and quality of care;
- Assure affordable, quality health coverage for all Americans;
- Maintain coverage despite job change or job loss; and
- End barriers to coverage for people with pre-existing medical conditions.

You’ll Get Paid if You Can Prove You’ve Earned It

Until now, health care providers have primarily been reimbursed for the services they provide, regardless of the outcomes of the treatment: see a patient, perform a procedure,
conduct a well-child check-up or counsel a diabetic patient, and get paid for the service. But that is changing. Rather than payment based on the number of services provided, the government, private payers and businesses want to know that the services they are paying for are resulting in a positive outcome – better health, a decrease in additional services needed in the longer-term, improved quality of life, increased productivity or some other measure of impact.

While this evolution may seem threatening, it also makes sense from a business perspective. Those who pay for health care services want to ensure that what they pay for makes a qualitative difference.

**The Quality and Cost Equation.** Measuring performance and providing financial incentives for improvement have been present in health care for some time, but many reform provisions are centered on one critical aspect: **controlling costs while maintaining or improving the quality of care provided.**

Proponents argue that through public reporting, the pay-for-performance concept promotes transparency and the ability for patients to compare physicians, hospitals or health systems based on quality and safety standards. As consumers become more aware of quality and price differences among local providers, positive results should be rewarded by an increase in patients, and better reimbursement.

As U.S. businesses and governmental leaders push for system changes that result in better health outcomes and reduced costs, pay-for-performance has evolved into value-based purchasing, with discussions about patient-centered medical homes (PCMHs), accountable care organizations (ACOs) and bundled and global payments woven into the equation.

Pay-for-performance is typically limited to payment for achieving specific quality outcomes or measures, such as beta blockers at discharge for a heart attack patient, or providing the most appropriate initial antibiotic for a pneumonia patient. In contrast, value-based purchasing has a broader definition, incorporating an expected financial return in the equation, either resulting directly from lower costs or from a healthier, more productive population, or both.

**Government Payers Want a “Quality Return” on Their Investment.** Many employers are increasingly leveraging their buying power, and questioning the value they receive in return for their spending on health care benefits for their employees. But private employers are not the only ones increasingly expecting a “quality return” on their health care investments. Together, federal programs administered by Health and

### Preparing Your Organization

If nothing else, health care reform promises change. As trustees consider what reform and health care trends may hold for the future of their hospital, questions to consider include:

- What degree of certainty, or uncertainty, has the passage of health care reform brought to the board’s strategic thinking and planning?
- How nimble and adaptive to change is your board? What about the rest of the hospital?
- What are the top 2-3 greatest challenges facing your hospital, today and in the next 3-5 years?
- What issue or challenge will have the greatest impact on your hospital’s future success? What is within your control? What is outside your control?
- Will the challenges ahead require greater or the same leadership expertise and effectiveness as today?
- How ready is your board and senior management to provide the leadership required to successfully navigate the trends and health reform implications shaping the environment in the next 5 years?
- What gaps in board knowledge, experience or skills should be addressed at your hospital? Is additional information or training necessary? Are new board members with critical expertise needed?

Human Services, the Departments of the Defense, Veterans Affairs and the Office of Personnel Management cover 93 million people. MedPAC, an independent Congressional agency established to advise Congress about Medicare program issues, recommended in 2003 that provider payments include incentives based on quality of care. While that started with pay-for-performance, the trend has shifted to the more comprehensive value-based purchasing concept.

**Value-Based Purchasing for Health Care Professionals.** The health care reform act includes development of value-based programs not only for hospitals, but also for physicians, skilled nursing facilities and home health agencies.

Acute care hospitals will be paid under a value-based program for achieving health outcomes and cost savings for acute myocardial infarction (AMI), heart failure, pneumonia, surgeries (as measured by the Surgical Care Improvement Project, previously referred to as “Surgical Infection Prevention”), and for patient satisfaction determined by Hospital Consumer Assessment of Healthcare Providers Survey (HCAHPS) measures. The Center for Medicare and Medicaid Services (CMS) has indicated that it will release information in 2012 regarding the inclusion of efficiency measures, how well hospitals manage costs, measured as the cost per Medicare beneficiary, in the VBP program.
In addition, Health and Human Services must submit a plan to Congress for implementing value-based purchasing programs for skilled nursing facilities and home health agencies. And in 2015, physicians should expect a payment modifier based upon the quality of care they provide for their patients compared to the cost of that care.

*I t's Not All Bark and No Bite.* While the government and business’ implementation of value-based purchasing is still in the early stages, reform provisions are putting teeth behind initial efforts to improve the quality and cost of care.

One of CMS’ initial efforts to link quality and performance was its 2005 “Pay for Reporting” program. The process includes collecting hospital performance measures related to health conditions common in the Medicare population, including heart attack, heart failure, pneumonia, surgical care improvement, and surveys of patients’ care experiences (HCAHPS). CMS expects to collect data on 44 quality measures, and payments to hospitals who fail to report the data will be reduced by two percent. The information collected is made available to the public on the CMS Hospital Compare Web site.

As part of the transition to performance payments, CMS stopped paying for certain Hospital Acquired Conditions (HACs) commonly referred to as “never events,” in 2008. Insurers are adopting similar policies. Under health care reform, penalties for poor performance are extended even further. Beginning with fiscal year 2015, Medicare payments to hospitals in the top quartile for HACs will be reduced by 1%. This will apply to all Medicare discharges. To ensure retention of that payment, trustees should review the reports that the hospital will receive from Health and Human Services (HHS) regarding the hospital’s rate of HACs, and take action as indicated.

Even sooner than the HAC payment penalty, CMS will begin tracking hospital readmission rates for high-volume or high-cost conditions, and will reduce Medicare payments to hospitals with excessive or preventable readmissions. CMS’ proposed definition of “readmission” is a patient’s return to an acute care hospital within 30 days after discharge to a non-acute setting (e.g., home, skilled nursing, rehabilitation). They have also proposed counting readmissions for acute myocardial infarction (AMI, heart attack), heart failure and pneumonia. Rules for adjusting payments for readmissions will not be issued until later in 2012 for fiscal year (FY) 2013.

Transparency and information are among the tactics being used by CMS as an incentive to improve quality performance. As a part of these efforts, HACs and readmission performance measures will be added to CMS’ Hospital Compare Web site.

### Value-Based Payment is Not the Only Payment Structure Designed to Improve Cost and Quality.

The ACA contains an entire section (Title III, Part III “Encouraging Development of New Patient Care Models”) devoted to encouraging the development of new and innovative models of care, including bundled payments, an “Independence at Home” demonstration program and a shared savings program (accountable care organizations), among others.

To succeed in a reforming health care world, hospitals should recognize the significance of the ACA’s focus on changing the health care delivery system, giving priority to programs that focus on quality and cost-effectiveness over the current structure that rewards volume of services. Trustees also need to add another organization acronym to their vocabulary: CMI. A new organization created by reform will be the Center for Medicare and Medicaid Innovation. CMI is charged with testing innovative payment and service delivery models that promise to reduce program costs, with preference going to

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**The Reality of Changing Reimbursement: What Does It Really Mean?**

CMS’ plan for value-based purchasing began measuring performance July 1, 2011, and includes 12 clinical measures based on heart attack, heart failure, pneumonia, and surgical care improvement. It also includes eight measures of patient satisfaction, such as how patients view their communication with nurses and doctors and the responsiveness of hospital staff. In 2012, CMS will release more information regarding inclusion of efficiency measures, measured as the cost per beneficiary. In FY 2014, additional measures, including mortality and HAC performance standards will be added.

In addition to VBP, starting in FY 2013 hospitals will also be financially penalized by Medicare if they experience “excess” readmissions within a 30-day period. And in 2015, 1% of Medicare payments will be taken from hospitals with the highest rates of hospital acquired conditions (HACs).

As a trustee, do you know how these payment changes may impact your hospital? Do you know where your quality stands? According to HealthLeaders, being at the bottom quartile in terms of quality could mean millions of dollars lost annually for the typical hospital. For a 300-bed community hospital with $50 million in Medicare inpatient net revenue, failure to improve on hospital readmissions (a loss of about $96,780), failure with value-based purchasing (a loss of $750,000), and being in the lowest quartile for HACs ($500,000) would result in a decrease of $1.35 million in income.

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programs that also “improve coordination, quality and efficiency of health care services.”

**Critical Questions for Trustees.** Do you know how ready your hospital is to face an even greater focus on quality? How ready your hospital is for value-based reimbursements? Questions the board should be asking to determine readiness include:

- If hospitals were paid today solely on the basis of quality, not procedures, how would you do?
- Is your hospital’s quality a distinct competitive advantage?
- How engaged is the board in your hospital’s quest for quality improvement?
- What percent of your board’s agenda is typically devoted to quality?
- How well is your board monitoring quality and safety? Are you using the right measures?
- What are the top five safety issues at your hospital? What is the plan to improve safety? What progress has your hospital made to improve quality and safety?
- What are the barriers to improving quality and safety? What will it take to overcome them?
- What is the process for reporting near misses and errors?
- What responsibilities does the executive team have for improving patient safety?
- Is executive compensation tied to quality and patient safety performance outcomes?
- Is your hospital ready for greater quality and safety disclosures to the public?

**The Logistics Behind Value-Based Purchasing**

In April 2011 the Centers for Medicare and Medicaid Services (CMS) issued the Final Rule for how it will make hospital value-based purchasing (HVBP) incentives a reality. HVBP is viewed by CMS as an important step toward paying hospitals for quality performance on specific measures as opposed to simply reporting data for the measures. Effective July 1, 2011, the rules established the performance periods, measures, standards and methodologies for calculating performance scores and administering payments.38

Beginning with fiscal year 2013, a percentage of hospitals’ base diagnosis related group (DRG) payments will be withheld and redistributed through the HVBP program. The withholding will increase annually from one percent in FY 2013 up to two percent for FY 2017 and thereafter.39 Designed to be revenue neutral, HVBP offers hospitals an opportunity to recoup some or all of the withheld payment based on their performance.

The measures of hospital performance for FY 2013 will include 12 clinical process of care measures in the areas of acute myocardial infarction (AMI, heart attack), heart failure, pneumonia, healthcare-associated infections and surgeries; and eight patient satisfaction measures found in the Hospital Consumer Assessment of Healthcare Providers and Systems Survey (HCAHPS). In 2014, CMS will add 13 outcome measures, including mortality measures, patient safety indicators and inpatient quality indicators composite measures, and hospital acquired condition measures. Hospitals’ payments will be based on how well they score in both achievement and improvement relative to benchmarks and achievement thresholds. Results will be published on CMS’ Hospital Compare Web site.38, 40, 41

HVBP is not an optional program for hospitals. In a May 6, 2011 Federal Register, CMS stated that they view the value-based purchasing program as “the next step in promoting higher quality care for Medicare beneficiaries and transforming Medicare into an active purchaser of quality health care for its beneficiaries.”38 Trustees should place an equal importance on HVBP, closely monitoring the hospital’s quality performance, asking senior management to gauge benchmark performance levels, estimate the impact of financial withholding and predict or model opportunities to recover some or all of the withheld amount through quality excellence and patient satisfaction.
Testing the Waters: No More “A La Carte” Payments

One of the most frequent criticisms of the nation’s health system is its fragmented, fee-for-service structure. Critics argue that this structure encourages providing a greater volume of services over focusing on services that provide superior quality and outcomes and/or reduce costs.

In order to drive value, defined by quality outcomes and cost efficiency, significant attention is being paid to expanding the “bundled payment” concept. This means a shift from payment for a component of care, such as inpatient care or rehabilitation, to payment for episodes of care that span multiple providers and facilities over a period of time.

The ACA furthers the concept by establishing a pilot program for bundled payment to be developed by HHS by January 2013. Designed to integrate care in order to improve coordination, quality and efficiency of services, the services rendered for an episode of care may include acute care inpatient services, inpatient and outpatient physician services, outpatient hospital services (including the emergency department), and post-acute care services (including home health, skilled nursing, inpatient rehabilitation and inpatient hospital services by a long-term care hospital).6

The incentive of the bundled payment is to provide the right care and avoid the unnecessary duplication of services. Success under the bundled payment structure is highly dependent on shared information and data, making interoperable electronic health records a critical success factor for participating physicians, hospitals and other providers.

Perhaps most critically, success will require hospital and medical staff alignment. Alignment between the hospital and its medical staff ensures strong collaboration, and encourages empowered, interdependent and trustful interaction between the two groups. Nurturing a trust-based hospital/medical staff relationship will help to ensure the hospital’s ability to respond most effectively to reform issues and challenges.

Bundled payment may also present new opportunities. For example, information technology and electronic medical record systems will need the ability to communicate with other local health care organizations to ensure the right care is provided, billing information is documented, and accurate payments are made. Strengthening these organizational partnerships will enhance communication to improve patient care, prevent duplication, and strengthen relationships.

Preparing Your Hospital. Strong hospital/medical staff alignment will be critical to success in the more integrated world envisioned under reform. Trustees should consider:

- How well aligned is your hospital and its medical staff?
- Are physicians meaningfully involved in hospital decisions that impact patient care and physician practices?
- How vibrant are physicians’ voices in your hospital’s strategic thinking and planning processes?

Reining in Costs and Improving Quality through Coordination and Research

A recent Commonwealth Fund study conducted by Harris Interactive asked patients about their recent care experiences, views of the U.S. health care system, and ways to improve patient care. Most respondents (eight in ten) said they think the health care system needs to be fundamentally changed or completely rebuilt. The most important things patients said they wanted include:7

- Better coordinated care, with one place or doctor responsible for their care;
- Easy access to medical records for both patients and providers; and
- Information about the quality and cost of care.
Patient-centered medical homes and accountable care organizations are being recognized as emerging delivery systems that may be able to give patients what they want.

The Patient Centered Medical Home. According to the National Committee for Quality Assurance (NCQA), the medical home establishes an on-going relationship for each patient with a personal physician. The physician is the “quarterback” for the patient’s care, leading a team of health care professionals at the medical home who take collective responsibility for arranging, coordinating and integrating care (acute, chronic, preventive and end-of-life) for the patient across the health care system and the patient’s community.

Working with guidance from the American College of Physicians, the American Academy of Family Physicians, the American Academy of Pediatrics and the American Osteopathic Association, and based on their Medical Home Joint Principles, NCQA launched its Physician Practice Connections-Patient Centered Medical Home (PPC-PCMH) Recognition Program. With three levels of recognition, the PPC-PCMH recognition is based on nine categories of standards:

1. Access and Communication
2. Patient Tracking and Registry Functions
3. Care Management
4. Patient Self-Management and Support
5. Electronic Prescribing
6. Test Tracking
7. Referral Tracking
8. Performance Reporting and Improvement
9. Advanced Electronic Communication

The goal of the medical home is to provide well-coordinated patient-centered care that is both effective and efficient.

Accountable Care Organizations. Accountable Care Organizations (ACOs) consume only seven pages of the entire ACA, but arguably have received the greatest attention by hospitals and health systems. In 2011 an article in Kaiser Health News compared ACOs to the unicorn, stating that “everyone seems to know what it looks like, but nobody’s actually seen one.” The concept of an ACO is a network of providers that share responsibility for providing care to patients, receiving financial incentives for improving quality of care and patient outcomes by meeting pre-defined cost and quality targets. The idea is similar to previously tried integrated systems like health maintenance organizations or physician hospital organizations. While those systems proved to be unpopular in the end, the argument behind ACOs is that they are more flexible in their structure, payments, and risk assumption.

Common to all ACOs is their full accountability for the delivery of care, control of costs and assurance of quality. The unique and perhaps most attractive characteristics of ACOs are the flexibility and practice autonomy missing from other models of care delivery. ACOs set their own standards and are paid for achieving savings against their own baselines.

At a minimum, an ACO typically includes primary care professionals, specialists and often a hospital.

In January 2012 the ACA’s first pilot ACO program began, making the concept incrementally less unicorn-like. The pilot program, called the Pioneer Accountable Care Organization project, includes 32 health care organizations which will share in cost savings they achieve for Medicare patients.

Since then, the number of ACOs participating in the voluntary Medicare shared savings initiatives has continued to grow. In
July 2012 federal officials announced that 89 new ACOs opened in 40 states and Washington, D.C., bringing the total number of provider groups participating in the ACO program to 154, with more than 2.4 million Medicare beneficiaries receiving care through ACOs. Almost half of those ACOs are smaller, physician-led organizations that serve less than 10,000 beneficiaries. 57

In a July 2012 teleconference, Simeon A. Schwartz, MD, president/CEO of White Plains, NY-based WESTMED Medical Group talked about their transition to becoming an ACO and the anticipated savings, saying “We think the savings are largely going to come out of hospital utilization because we see already in our organization that there have been many opportunities to move care to the outpatient setting...Because of the different price Medicare pays us versus the hospital for the identical service outpatient services in the physician setting is a big savings right there...then if you are able to provide urgent care services instead of ER services that is a big savings. Finally if you have sufficiently coordinated outpatient programs working with community providers such as nursing organizations and others you are able to further decrease hospital utilization.”57

The growth of ACOs clearly has significant implications on hospitals and health systems, and their future approaches to meeting community needs. And although there is still uncertainty around their implementation and implications, the push for ACOs and the concept they represent is and should be a high priority for health care leaders. According to a 2011 HealthLeaders Media survey, 74% of CEOs surveyed indicated that they either already have the components in place to be considered an ACO or that they will within the next five years. Of those respondents, a closer look reveals that only 16% reported having the components in place now, while 60% expect to within the next five years. 64

Whether they are ready now or not, this survey highlights the importance of ACOs to hospital leaders. For trustees and hospital leaders, this leaves many questions to consider. To start, ACOs will require significant up-front costs. Two big costs include an information technology system that is compatible across participating providers, and expenses related to measuring and reporting quality and outcomes. It will likely also require additional care costs, such as case managers. It is a risk for hospitals, requiring an investment to focus on prevention and improved, coordinated care that could result in improved payments and cost savings; or it could be expensive without financial benefit, depending on the outcomes achieved.

**Comparative Effectiveness.** As forces for change work to shift the delivery of health care away from volume of services and toward providing high quality care in the most cost-effective manner, greater attention is simultaneously being paid to comparative effectiveness, or evidence-based treatments. When recommended care protocols are well-supported by research and clinical evidence, the science behind the protocols gives the recommendations credibility. The science is valued and appreciated by the medical staff, and can raise the quality of care provided.

Until 2009, comparative effectiveness had no formal definition. The Federal Coordinating Council for Comparative Effectiveness Research has since created the following definition:

> “Comparative effectiveness research is the conduct and synthesis of research comparing the benefits and harms of different interventions and strategies to prevent, diagnose, treat and monitor health conditions in ‘real world’ settings. The purpose of this research is to improve health outcomes by developing and disseminating evidence-based information to patients, clinicians, and other decision-makers, responding to their expressed needs about which interventions are most effective for which patients under specific circumstances.”

Under health care reform, it’s estimated that an additional 32 million individuals will be eligible for care, many under Medicaid and other government paid programs. Hospitals, physicians and other care providers concerned about their long-term financial stability and their ability to deliver high quality care must place a new emphasis on which course of treatment will provide the most effective, highest quality of care for their patients. The government and private payers, along with patients and their families, will hold hospitals and health care professionals accountable for delivering care that is based on evidence.

To best provide physicians and other health care professionals with the resources they need to practice both efficient and effective medicine requires an investment in technology. The development of clinical decision-support tools and CPOE with comparative effectiveness prompts
are examples of technological applications that can align with comparative effectiveness goals and contribute to advancing an organization’s quality of care.

Preparing Your Hospital. People want more from the health care system. In particular, they want better coordinated care with a single point of contact, easy access to medical records and cost and quality information. Many are banking that patient-centered medical homes, ACOs, and comparative effectiveness will help give patients what they’re looking for: a better health care delivery system. These models of care improvement depend on a number of factors, not the least of which include alignment and collaboration, clinical integration, IT infrastructure and visionary leadership.

- How well does your board understand the concepts of medical homes, ACOs and other care delivery models under the ACA? What information do you need to build your knowledge and understanding?
- Has the board identified the benefits the hospital might gain from exploring patient centered medical care homes or ACOs, from developing comparative effectiveness proficiencies, or exploring other new care delivery models?
- What might be the costs or threats to your hospital for not developing new capabilities or models of delivery?
- Has the board evaluated the organizational strengths and resources needed to participate in the new models of care, such as IT infrastructure and clinical integration? Does your hospital have the capacity or ability to provide the necessary resources?
- Does your hospital have the relationships necessary to enter into care delivery models that span the full continuum of care? Where are there gaps? What actions could the hospital take to fill any gaps?

More Prevention, Less Treatment
As the prevalence of lifestyle-based chronic diseases such as heart disease and diabetes increases and the costs of health care continue to rise, steps to improve the nation’s health must be taken. To address the need for wellness and prevention, the ACA established a National Prevention, Health Promotion and Public Health Council. The Council is charged with developing a strategy for improving the health of Americans and reducing preventable illness and disability. The provision is accompanied by the creation of a Prevention and Public Health Fund to pay for prevention and public health programs. The Fund’s initial appropriation was in FY 2010, and included an Education and Outreach Campaign for preventive benefits and immunization programs.

The ACA does not stop there. It includes multiple preventive and wellness provisions for Medicare and Medicaid programs, schools, employers and others. Chain restaurants are now required to provide nutritional labeling, and a demonstration project is included for individualized wellness plans. These provisions contribute to efforts on multiple fronts aimed at improving the overall health of the nation’s communities.

Of particular interest to not-for-profit hospitals should be the section of the ACA entitled “Creating Healthier Communities.” The section includes grants for “community transformation” and grants for five-year pilot programs for “healthy aging, living well.” It also includes direction for CMS and the Administration on Aging to evaluate community-based prevention and wellness programs and determine their potential to help improve the health of Medicare beneficiaries, with subsequent recommendations to Congress.5

Preparing Your Hospital. The hospital’s leadership should closely review the “Creating Healthier Communities” section in the ACA and consider the potential for opportunities or partnerships that would benefit the community.

- If your hospital’s mission is to improve the community’s health, does the board know what the health status of the community is? Is that knowledge “evidence-based”?
- Does your hospital offer preventive and wellness programs for the community?
- Is your hospital considered a leader in community efforts to improve the health and well-being of its residents?
- Are community programs offered by your hospital closely aligned with the community’s most important health care needs?
- Are the programs well-used by residents? If not, what is keeping them from being successful?
- Has your hospital explored potential partnerships with other community organizations to promote preventive care and wellness?
- Is there an opportunity for the hospital to participate in any of the ACA’s demonstration or grant programs designed to improve the community’s health?

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No Longer a Given: Not-For-Profit Status Must Be Earned and Proven
The glare of scrutiny has been increasingly focused on not-for-profit hospitals. As the demand for tax revenue continues to increase to fund Medicare, Medicaid and other reform programs, federal, state and local governments may increasingly challenge whether hospitals’ community benefit programs and services are adequate to support their tax-exempt status.

Changes to the Form 990 May Mean Changes in Not-For-Profit Justification. The IRS’ Form 990 had not been significantly revised since 1979, and had not kept pace with changes in the law and with the increasing size, diversity and complexity of the tax-exempt sector. The IRS determined that the Form 990 was in need of revision. The revisions increase transparency and disclosure for tax-exempt entities, giving the IRS more insight into the governance and management of not-for-profit organizations.

Changes to the Form 990 also mean changes for the hospital’s board of trustees, which will be held to greater accountability for overseeing the hospital’s operations, and its reporting. More information is required to be collected and reported through the Form filing, which will create greater transparency and opportunity to examine the hospital’s actions and contributions to its community. The Form has also been designed to allow hospitals a greater opportunity to tell their stories of community needs and community benefits, something trustees should be sure the hospital takes full advantage of. A strong, detailed report of its services and efforts can build greater public trust, confidence and support for the hospital.

IRS Form 990, Schedule H, Part B, Section V Revision. In addition to revising the Form 990, the IRS has added Part V, Section B (Part V. B.) “Facility Policies and Practices,” to Schedule H of Form 990. Part V. B. incorporates the ACA’s requirements for tax-exempt hospitals. This section includes a number of questions regarding the hospital’s conduct of a community needs assessment, how the hospital has addressed identified needs and if needs have not been addressed, why not. The section also includes questions regarding the hospital’s financial assistance policy and determination of eligibility for assistance; existence of a separate billing and collections policy and the hospital’s collections practices; existence of an emergency medical care policy; and questions regarding hospital charges for medical care. 31,32

Trustees are ultimately accountable for the information submitted to the IRS and the public, and should pay heed to the question found in the Core Form which asks if the board has reviewed its hospital’s completed Form 990.

Play or Pay: Conduct a Needs Assessment or Else. The IRS, policymakers and others hold not-for-profit hospitals accountable for providing charity care and community benefits in exchange for their tax-exempt status. In the past decade hospital billing and collections practices have often been criticized on multiple fronts. In addition, failure to inform and assist eligible patients with access to charity care and other financial assistance has been viewed by many as hospitals’ failure to fulfill their community benefit obligations.

The ACA brings that reality home. Under the ACA, not-for-profit hospitals will be required to conduct a community health needs assessment once every three years. The assessment is required to be made widely available to the public and is expected to consider input from a broad representation of community interests. Hospitals are also required to adopt strategies to address the needs identified by the assessment or to explain why not.

Further, hospitals must adopt a financial assistance policy that includes eligibility criteria, information on how patient charges are calculated, how patients may apply for assistance and what may happen if patients fail to pay for their services, including referrals to collections agencies and credit agency reporting. Hospitals cannot charge their financial assistance patients any more than the lowest amount they would charge an insured patient, and gross charges are not allowed. Hospitals are also expected to publicize their financial assistance policy to the community and make a "reasonable effort" to establish a patient’s eligibility, although what constitutes a "reasonable effort" is yet to be defined.

In addition, hospitals need to have an Emergency Medical Care policy that mandates they provide emergency care regardless of a patient’s eligibility under the financial assistance policy.

Failure to comply with these new regulations may result in a $50,000 fine for every year the hospital is out of compliance, and HHS and the IRS will be checking.
information will be trended and analyzed, with a final report of findings to be submitted in five years.5

There are many implications of these ACA and new Form 990 requirements on hospitals’ governance. The most critical is the opportunity for hospitals to make their case for the significance of their contributions to the community they serve, building community trust and understanding for the challenges hospitals face.

Preparing Your Hospital. The IRS, HHS and policymakers will be looking hard at not-for-profit hospitals’ practices and policies. They will be exploring to determine if hospitals deserve their tax exemption, and they may question the board’s governance actions.

- If you had to justify the hospital’s tax exemption based solely on charity care, how would you do?
- When did the hospital last conduct a community needs assessment? How effective is your assessment in enabling organizational leaders to understand the broad health needs of the community?
- Do you know the community’s top 3-5 health needs?
- Are community health and community health needs a prominent part of the hospital’s strategic agenda?
- What strategic initiatives has the hospital undertaken to address the community’s most urgent health needs?
- Do you know of a community health need that the hospital is not addressing? If asked why not, do you have a good answer (e.g., another organization is already addressing the issue fully)?
- Does your community benefit story demonstrate that you earn the tax benefits you receive?
- How well does your community benefit report build awareness of and confidence in your organization?

Provider Shortages: Creativity will be of the Essence
The ACA has generated thousands of headlines, but among the most common are the ones highlighting the nation’s concern about physician shortages.

At its core, health care is about the relationship between a patient and a care provider—a physician, nurse, pharmacist or other health professional. These relationships make the workforce an essential component of an effective health care system. If predictions hold true and workforce shortages become more prevalent at a time when health care demand increases due to a sharp increase in the number of insured, preparing for workforce and physician shortages will be more critical than ever.

Although There Are Fewer Vacancies Today, the Long-Term Outlook Remains the Same. Experts have been predicting a shortage of nurses, pharmacists, primary care physicians, and allied health professionals for years. The recession has temporarily alleviated health care workforce challenges for some organizations, in part because demand for services is down in some areas, and many hospitals report having to lay off employees.

Although statistics show that hospital job growth reached a plateau, the demand for physicians, nurses and other allied health professionals will return as the economy strengthens and as 32 million additional individuals receive health coverage under the ACA. According to the Association of American Medical Colleges, the physician shortage is expected to increase from 25,000 today to about 150,000 by 2025.11 Even prior to passage of health care reform, the number of nurses needed in 2020 was estimated to be 2.8 million – one million more nurses than the projected supply in 2020.12

The greatest shortage of physicians is in primary care, with only 30 percent of U.S. doctors specializing in that area.13 An additional 45,000 more primary-care doctors are expected to be needed by 2020, according to estimates by the association, yet entry into the field is on the decline.14 Under the National Resident Matching Program this year, only 45 percent of primary care slots were filled by U.S. medical school graduates, compared to a 90 percent rate for specialty care.15

New Opportunities for Care Delivery. With new emphasis by the ACA on medical homes and expanded coverage for millions of Americans, some experts express concern about the stress it will place on primary care physicians and the implications for emergency departments and health care delivery systems. At the same time, others project a somewhat more optimistic picture of the future, one in which the teamwork of the patient-centered medical home, ACOs and expanded scopes of practice for other health care professionals may relieve some of the pressure on primary care providers.

Many health professional associations are raising education requirements and seeking to expand their opportunities to practice. Physical therapists may now earn a Doctor of Physical Therapy (DPT), and envision opportunities for direct access and patient referral in the future. Similarly, nurse anesthetists seek
to administer anesthesia without physician supervision, and nurse practitioners seek to be recognized as licensed, independent primary care providers. The role of the pharmacist as a health provider is also garnering attention.¹⁵,¹⁶

Hospital leaders must be forward-looking and creative, preparing for a coming increase in demand for health care. The shortage of primary care physicians is rapidly advancing deliberations to expand the nation’s delivery of care to encompass broader roles by other professions; however, many of these professions are expecting shortages of their own. According to the American Hospital Association, the largest percentage of unfilled, budgeted positions in U.S. hospitals are registered nurses (RNs), followed by licensed practical nurses (LPNs), pharmacists, imaging technicians, nursing assistants and laboratory technicians.

**Being Proactive in Today’s Environment.** The shortage of hospital workers is not likely to be solved soon. Today’s students will become tomorrow’s health professionals, but the pipeline of new graduates from medical schools, as well as nursing, pharmacy, and allied health education programs is not enough to meet the growing demand. Resolving the shortage on a national basis will require action on several fronts locally – from using providers in non-conventional ways to new recruitment and retention strategies.

Some action has already been taken with passage of the ACA, which includes provisions to help strengthen the health care workforce through the establishment of a National Healthcare Workforce Commission. The Commission is tasked with data collection, analysis and development of a national workforce strategy. In addition to the creation of the Commission, the ACA includes provisions for tangible actions such as scholarships and low-interest loans, a Medicare bonus payment for primary care and general surgeons, redistributing graduate medical education slots to increase primary care and general surgery training, and a demonstration program to educate advanced practice nurses to provide primary and preventive care.¹⁷

**Physician Integration.** Whether hospital leaders are considering an ACO or simply preparing for payment incentives that are based on patient outcomes, hospital/physician relationships are essential. Health reform encourages more than hospitals and physicians cooperating to care for patients. It requires hospitals and physicians to provide integrated care - care that is coordinated, uses seamless technology, and involves providers across the spectrum working together to care for each patient as an entire “episode of care.”

This is a new shift in thinking for most health care leaders, but a necessary shift for both predicted changes in reimbursement and provider shortages. Hospital trustees and leaders should be preparing for that shift now, working jointly with their medical staff and other providers in the community to develop shared solutions and forge partnerships that will provide better care and prepare all health care providers for a more stable and effective future.

**Preparing Your Hospital.** Here are some workforce questions the board should consider:

- Has the board made workforce development a strategic issue?
- Does the hospital fill the “workforce pipeline” by encouraging clinical and non-clinical education and career development to upgrade skills and help personnel advance in the hospital?
- Has the hospital joined forces with other organizations to develop regional initiatives designed to expand the pool of interested applicants?
- Has the hospital developed relationships with local schools, colleges and universities that will assure students receive the educational foundation necessary to pursue health care careers?
- Does the hospital offer employees and applicants compensation that is comparable to and competitive with other positions requiring similar education and responsibility?
- How healthy is the hospital’s employee satisfaction? Is employee retention as strong as it could be?
- Does the hospital offer a “preferred” work environment, such as flexible scheduling, career advancement opportunities, maximizing information technology, etc.?
- Does the hospital work closely with the medical staff and other providers in the community to develop shared solutions and forge new partnerships that will be mutually beneficial in this new era of coordinated care?
Administrative Simplification and EHRs

Hospitals, physicians and payers alike have been under increasing pressure to curb rising health care costs and do better with less. The opportunities to simplify and standardize common areas of administrative interface between entities are complex and not easily accomplished, but they promise a significant financial yield well worth the effort it will take.

According to the American Hospital Association, approximately a quarter of total hospital spending goes toward administrative requirements, with physicians’ offices spending a slightly higher percentage of their revenue on administrative costs. Others have estimated that administrative simplification may deliver an estimated $7 billion a year in net savings.\(^\text{18}\)

The ACA addresses many of the efficiency issues raised by hospitals and providers, including standard operating rules for insurance eligibility verification, provision of claims information, electronic funds transfer, and standards for prior authorization. The ACA also requires three-year reviews to uncover new areas of operations that may benefit from standardization and simplification.\(^\text{19, 20}\)

“Meaningful Use” of Electronic Health Records (EHRs).

Information technology implications are woven throughout the health reform bill, from the push for “administrative simplification” to quality improvement and information-sharing between providers. Just before the ACA was passed, the American Recovery and Reinvestment Act (ARRA), otherwise known as the economic stimulus package, included $19 billion in incentives for “meaningful use of certified EHR technology.” The ARRA incentives are designed to motivate the adoption of electronic health records and promote the active exchange of patient data to ensure informed patient care.

Participating hospitals and physicians must have the IT capability for:

- Computerized provider order entry (CPOE) for medications;
- Cross-provider connection; and
- The ability to report technological use and quality measures to HHS.

To be eligible for the ARRA’s Medicare and Medicaid incentive payments that began in 2011, participating hospitals and physicians must demonstrate “meaningful use” of EHR technology. Hospitals that do not demonstrate “meaningful use” by 2015 will not only lose ARRA incentive payments, but will be penalized by a reduction in their Medicare and Medicaid payments. In December 2009 CMS released its proposed rules defining “meaningful use,” including three stages of criteria taking place between 2011 and 2015. Hospital trustees should be familiar with these incentive stages and know where the hospital stands. Will the hospital be able to take advantage of the stimulus money? Will it be penalized in 2015 for not being prepared? Information technology implications are far reaching, and should be a part of governance discussions – not only because of the potential for financial incentives and

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**Ten Things Trustees Should Know About Reform**

1. Medicare market basket reductions began in 2010, but potential revenue benefits (less bad debt, charity care) from an increased number of insured patients won’t happen until 2014.
2. Many reform provisions are geared to shift payment structures away from traditional fee-for-services. New payment and delivery structures are being tried and include bundled payments and accountable care organizations (ACOs).
3. Quality and patient safety drive many of the new payment provisions, including value-based payments, and payment reductions for hospital acquired conditions and preventable readmissions.
4. Success under the new payment structures will require alignment and good relations with physicians and other health professionals.
5. Success under the new payment structures will require investments in an effective, efficient technological infrastructure.
6. Community needs assessments must be conducted every three years, and financial assistance and emergency medical policies are required. Fail and be fined $50,000 a year.
7. Many demonstration programs are funded under reform and could prove to be good opportunities for well-positioned hospitals.
8. Increased insurance coverage may change hospitals’ payer mix to include a greater percentage of government payment.
9. Fighting fraud is a presidential focus. Recovery Audit Contractors (RACs) are expanded, failure to report and return overpayment is considered a false claim subject to fines, and compliance programs will be more than just a good idea, they will be required.
10. Hospitals have twice the responsibility under reform, as both providers and as employers. Among other new reform requirements for employers, hospitals will need to evaluate and revise benefit plans to comply with new benefit plan requirements; cover dependents through age 26; disclose benefit values on W-2s; auto-enroll employees in the federal community living assistance services and supports (CLASS) program (large employers); and notify employees about the 2014 insurance exchanges.
penalties, but also the impact on quality of care, the ability to measure and track quality performance, and the ability to coordinate care with other providers outside of the hospital.

**Preparing Your Hospital.** The board should understand the hospital’s ability to establish “meaningful use” of EHR technology, and get answers to questions such as:

- How close are we to meeting the CMS definition of “meaningful use”? When can we reasonably expect to meet the requirements?
- Does the hospital have the necessary resources to implement EHR and achieve compliance with the requirements for “meaningful use”? If not, what will it take to obtain the necessary resources?
- What is the value of the incentive payment(s) for the hospital? What is the value of the potential penalty if the hospital doesn’t comply?
- Has the hospital contracted with a vendor, in anticipation that vendors may be in high demand as health care providers across the country strive to meet the same requirements in a relatively short period of time?
- Has the hospital discussed the importance of the technology’s “interoperability” between hospitals and other health care professionals, and whether current hospital/physician relationships need to be strengthened to ensure this happens?

**Increased Scrutiny of Fraud and Abuse**

Early in his presidency, President Obama identified three categories of action for reducing improper government payments: 1) increased transparency, 2) agency accountability, and 3) compliance incentives. These efforts were reiterated in March 2010 when the President announced new efforts to control fraud and waste in the government system through payment recapture audits.

**Reform Offers Investigative Latitude, Increased Funding and Bigger Penalties.** Providers and suppliers can expect increased scrutiny if they participate in Medicare or Medicaid programs, along with tougher oversight and bigger penalties if they commit fraud.

The ACA expanded the Recovery Audit Contractor (RAC) program to include Medicare Parts C and D and Medicaid by the end of 2010. RACs are contracted with CMS to identify improper Medicaid payments. The ACA gives contractors the latitude to conduct medical claims reviews prior to issuing payment.

The ACA also clarifies that providers must report and return overpayments within 60 days of discovering the overpayment. What’s most significant is a new provision making failure to report overpayments a false claim subject to monetary fines; the requirement went into effect immediately upon passage of the ACA.

In an effort to increase accountability and compliance, the ACA also includes provisions for increased transparency of information on a number of issues, including physician ownership or investment interests, prescription drug sample transparency, pharmacy benefit manager information and nursing home ownership and interest information.

The tougher stance against fraud is backed by significantly more resources, with the ACA increasing funding for the Health Care Fraud and Abuse Control Fund by $350 million through FY 2020, with $250 million of that to be spent in the first five years. The investment is expected to pay off; in fiscal year 2009, over 2 ½ billion in Medicare payments and $441 million in Medicaid payments were recovered as a result of the government’s fraud efforts.

**Can Your Compliance Plan Meet the Test?** Over the past ten to 15 years, the Office of the Inspector General (OIG) and CMS have issued and supported guidelines for provider compliance programs. The ACA will move these guidelines from being “model guidelines” or “strongly recommended suggestions” to become requirements.

With the exception of nursing facilities, the ACA leaves the details of the compliance plans unspecified. The Secretary, in consultation with the OIG, will determine what elements must be included in the compliance plans, the timeline for implementation and which providers and suppliers will be affected.

**Preparing Your Hospital.** It is the board’s job to ensure that the hospital has conducted the due diligence necessary to prevent fraud or abuse by having certain safeguards in place:

- Has your board adopted a code of ethics for the hospital? How is the code shared with employees? What ethics training and education is provided? How often is it repeated?
- Does your hospital have a comprehensive compliance program?
20 Questions Every Washington Hospital Board Needs to be Able to Answer

What Health Care Reform Holds for Hospitals’ Leadership and Future

Nursing Facility Compliance Requirements: Expect Similarities

The ACA outlines the following requirements for the compliance and ethics programs implemented by nursing facilities:

- The program should have established standards and procedures (written policies and procedures) that can be reasonably expected to reduce or prevent fraud and abuse;
- The organization should have a designated compliance committee and/or officer, and give them the resources and authority needed to be effective;
- The organization must take steps, or exercise due care to prevent delegating authority to individuals whom they should know from advance investigation might engage in fraud or abuse;
- The organization must communicate the program’s standards and procedures either through training or other means to all employees and agents;
- The organization must use auditing and monitoring systems to ensure program compliance, and offer anonymous reporting;
- The organization must enforce discipline with the program;
- Violations must be responded to and corrections must be made to prevent re-occurrence; and
- The organization must periodically review the program for updates and changes.

These eight ACA requirements are consistent with past OIG and CMS model compliance plans. It is reasonable to believe that future compliance plan requirements for other providers are likely to include the same or similar requirements as those for nursing facilities, so hospital trustees should be asking now how well their organizations’ compliance plans meet these requirements.29

- Does the board have a compliance committee? Has a compliance officer been designated? Do resources and authority exist to effectively carry out compliance responsibilities? Does the board receive and review periodic compliance reports?
- Does the hospital have a rigorous employee compliance training and education program? Does the program address fraud awareness and reporting?
- Can employees and others anonymously report violations without fear of retribution?
- Among other core policies, does the board have a conflict of interest policy, a whistleblower policy, and a document retention and destruction policy?
- Are annual financial audits conducted by external auditors (including selection of a new auditor every 3-5 years)? Does the board confirm auditors are free from conflicts of interest?

Be Prepared to Do it All With Lower Reimbursement

The Congressional Budget Office (CBO) projects a $500 billion reduction in Medicare spending through reform efforts. Beginning in 2010, annual Medicare market basket updates are being reduced, ultimately representing a $157 billion decrease. From 2014-2019, another $14 billion reduction will be realized, with a 75 percent reduction in payments to Medicare Disproportionate Share Hospitals (DSH). To prevent excessive Medicare spending yet deliver high quality care, the Medicare Independent Payment Advisory Board was authorized by the ACA and tasked with making necessary recommendations to control costs.

Hospitals may experience other revenue reductions if they fail to prevent hospital readmissions or have a high incidence of hospital-acquired conditions. To help drive cost-containment, efficiency measures will be added in FY 2014.

In addition, many predict that hospitals’ negotiations with insurers will get even tougher as insurers respond to the changes, limits and pressures reform will place on them.

The question yet to be answered is whether the increased number of insured patients will decrease bad debt and the need for charity care enough to compensate for lower government reimbursement. Another question is whether the $695 fine for not having insurance coverage will be enough of an incentive for some individuals to take advantage of available coverage, or if they will simply elect to pay the penalty. And add to the equation the increased attention focused on outcomes, quality of care, provisions for preventive care, wellness programs and community health, all of which are hoped to help rein in costs.

The only answer that seems certain is uncertainty – that and the obvious shift of health care payment from volume-based fee-for-service to continuum of care or value-based payment.

Moody’s Investors Service has observed that “those hospitals that can effectively change their business models and position their organizations for payment reform will be most prepared...
Preparing Your Hospital. As hospital boards prepare to respond to the knowns and unknowns of health care reform, the first question they should ask is how well informed they are about reform – its provisions and the potential implications it will have. Trustees should then consider:

- Does the board’s membership represent the knowledge, skills and experience it will need to successfully navigate reform and a changing health care environment?
- What potential reform scenarios has the board envisioned? What strategic initiatives have been identified to address each?
- Does the board continually incorporate new information, new ideas and new thinking to shape and reshape strategic thinking?
- Do trustees believe they personally have the reform information they need to make evidence-based strategic decisions that will drive the hospital’s future success?

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Hospitals Have Responsibilities as Employers as Well

Hospitals have twice the responsibility under the ACA, as both providers and as employers. Among new reform requirements for employers, hospitals will need to take the following actions, many of which began in January 2011:

- Evaluate and revise benefit plans to comply with new health plan requirements;
- Cover employees’ dependents to age 26;
- Disclose health insurance coverage costs on employees’ W-2 forms;
- Auto-enroll employees in the federal community living assistance services and supports (CLASS) program; and
- Prepare to notify employees about the 2014 insurance exchanges.

While trustees are not responsible for the day-to-day implementation of these requirements, they should be aware of the requirements, and be confident in their organization’s compliance with the ACA. Trustees must also be aware of the costs associated with these employer regulations, and their impact on their organization’s operations and bottom line.

Congressional Challenges and Attempts to Stall or Overturn the Law

In their September 2010 “Pledge to America,” House Republicans vowed to “repeal and replace the government takeover of health care with common sense solutions focused on lower costs and protecting American jobs.” They also discussed proposing to enact elements they believe should have been included in the original law, including medical liability reform, the option of purchasing health insurance across state borders, and the expansion of health savings accounts.

Nearly two years later, as of July 2012, the House had attempted more than 30 votes to undermine or overturn the ACA. While the July 2012 vote to repeal the law passed in the House, it was viewed as an entirely political gesture, as experts agreed that it would not pass in the Democratic-led Senate, nor would it receive a signature from President Obama.

While most political experts agree that a complete repeal is unlikely, what may still occur are some tweaks to the existing law, and the use of various stalling techniques, with an end goal of affecting the 2012 elections. If repeal attempts fail, many expect Republicans to take individual, more controversial components of the law to the floor for stand-alone votes.

In a letter to his Republican colleagues in his campaign for majority leader, Rep. Eric Cantor (R-VA) said “If all of ObamaCare cannot be immediately repealed, then it is my intention to begin repealing it piece by piece, blocking funding for its implementation, and blocking the issuance of the regulations necessary to implement it.” There are multiple opportunities for Republicans to delay the law, although some experts argue that those opportunities are waning. For example, the House Oversight and Government Reform Committee, can provide extensive oversight, hold hearings and make it difficult for reform to be implemented. Similarly, Republicans can delay or prevent funding using annual spending bills, hold up funding for agencies with responsibilities under the ACA, or prevent funding for certain reform-related activities.
Many believe that Republicans will try to stall until the 2012 November election, in hopes that a Republican president will take office and either repeal or drastically change the legislation.

The Bottom Line: Keep Moving Forward
Despite the talk about repealing and replacing health care reform, those efforts have not come to fruition either in Congress or in the courts. Although some uncertainty still remains until the outcome of the November 2012 presidential election is determined, the wheels of health care transformation are already underway.

As more components of reform go into effect and we move further down the road on implementation, it will be harder to repeal the ACA in its entirety. This will be particularly true with the aspects of the law that are well-liked by many Americans, like the removal of insurance caps and blocks on pre-existing conditions.

For now, health care leaders can continue to operate under the basic assumption that health care reform is here to stay, although how funding is assigned and how certain segments of the law are overseen and codified may change from what was anticipated when the law was first enacted. Hospital leaders should also be prepared for a stalemate until the election in November 2012. If that happens, the law will remain in effect despite a lack of funding and direction, which may leave hospitals, other providers and patients in no-man’s land, wondering how to comply without getting the benefit of any direction or funding.

Regardless of whether the ACA is overturned, picked apart, or left as it is, experts agree that the general direction of health care captured in reform is here to stay. America’s health system will move away from its current fragmented fee-for-service structure toward value-based thinking and collaborative care delivery. The requirement for hospitals to focus on quality, cost-containment, and coordinated delivery is here to stay.

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<th>Americans Divided About Reform: Like Some Parts but Not Mandate</th>
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Source: Poll of registered voters conducted by McClatchy-Marist, Nov 15-18, 2010.³⁰

Becoming Extraordinary Leaders of Change and Reform
Many of the ACA’s provisions that are expected to generate the greatest impact do not go into effect until 2014, including opening the doors of the insurance exchanges. However, trustees should not be lulled into complacency or lack a sense of urgency. Rulemaking and other ACA provisions are already taking place; and three to five year strategic plans already bridge the gap between today and 2014.

The ability to successfully steer hospitals through the changes ahead will require extraordinary leadership from the board of trustees. Trustees must be willing to embrace new ideas, think in new ways, and adapt their leadership focus to anticipate the dramatic changes ahead.
20 Questions Every Washington Hospital Board Needs to be Able to Answer

What Health Care Reform Holds for Hospitals' Leadership and Future

Sources and More Information
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47. U.S. DHHS. Fact Sheet: Accountable Care Organizations: Improving Care Coordination for People with Medicare. March 31, 2011.


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