The Role of the Board Chair

Every board member is responsible for important leadership duties and responsibilities, but perhaps the most critical leadership role is that of the board chair. The chair is the role model for the board, responsible for molding the trustees into a cohesive and effective team. Governance success is dependent upon the chair’s ability to develop trustful relationships with the CEO and fellow board members, create strategy-based agendas, and guide discussion to ensure meeting effectiveness.

Board Chair Challenges. Being a board chair is not easy; while serving as the board’s leader, chairs often face confusion or challenges that have the potential to become obstacles overlaid on top of already existing demands. Common difficulties facing the chair include:

- Lack of a clear job description;
- Little or no formal training for the job;
- Conflicting expectations;
- The responsibility of leading individuals with varying experience, expertise, interests, motivations and objectives;
- Managing feedback;
- Placing themselves at the center of risk; and
- Lack of continuity in leadership succession.

Another challenge board chairs often face is effectively utilizing the resources of board members by keeping a continual focus on “big picture” issues and strategies rather than operational, day-to-day details. Too often the chair and trustees become caught up in minutia that does not affect the strategic needs or vision of the organization. These “side issues” distract decision makers and make it difficult to achieve long-range goals. It is the duty of the chair to reliably redirect and refocus trustees on the most important issues at hand, and deal with other problems at appropriate times.

Building Trust with the CEO and Board Members

Trust is a key component of any relationship, and it plays a key role in the ability of the CEO,
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board chair and trustees to communicate openly and honestly. Without trust, individuals may be hesitant to participate in discussions, raise issues, or share their viewpoints.

Building Trust with the CEO. In order to build mutual trust, the board chair and the chief executive officer (CEO) must rely on one another for support, consultation and advice, complementing one another’s strengths and responsibilities. In a sense, the CEO is the “gatekeeper” for the hospital staff and the chair is the “gatekeeper” for the board of trustees. As such, the board chair/CEO relationship is critical to building trust and preventing miscommunication between the hospital leadership and the board.8

The chair must not only lead fellow board members, but also be the “official” liaison between executive administration and the board. It is his or her duty to communicate regularly with the CEO to ensure that the board is leading and supporting the organization’s strategic direction. Specific factors that help foster a close board chair/CEO relationship include:9

- The board chair energetically advocates for the hospital in the community and in the political arena;
- Frequent and meaningful communication with the CEO;
- A sense of confidence by the board chair that administration is effective at every level; and
- A well thought-out CEO succession plan that ensures continued strength in hospital leadership over time to meet future needs.

Building Trust with Board Members. In addition to a strong, trustful relationship with the CEO, the board chair must build positive rapport with all board members. Because the chair serves as both a “cheerleader” and a coach at the same time, he must understand clearly what motivates each trustee to be involved with the organization, and be knowledgeable about the interests and needs of each trustee. The board chair must also be aware of gaps in trustees’ understanding of current issues and trends, ensuring that regular board education addresses trustees’ needs, and encouraging trustees to learn and ask questions in an open, safe environment. The board chair’s attentiveness to individual trustees’ needs demonstrates interest and support, and helps build a positive, trustful environment for dialogue and decision-making.

Building Strategy-Based Board Agendas

Board meetings are often ineffective due to poorly planned agendas, time wasted on routine reports and too much emphasis on operational issues and details. 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 is essential that all board members be fully-informed about important issues, and that agendas be geared toward the strategic future of the organization. It is the trustees’ role to make and support all board decisions, regardless of personal opinion.13

Developing the Agenda. The process of creating the meeting agenda is the responsibility of the chair. It is his or her duty to communicate with the CEO, ensuring that all items on the agenda are relevant to the long-term strategic plan of the hospital. Meeting agendas are essential to ensure that valuable board time is maximized to focus on important issues in a timely manner. A well planned agenda indicates an effective and focused board; a poorly planned agenda may represent a board in decision disarray.

In addition to communicating with the CEO, when developing the agenda the board chair must also ensure that the agenda focuses on critical and emerging issues. Effective agendas will:11

- Help members prepare for important decisions;
- Include an approximate time to be spent on each topic;
- Provide a guide for the meeting and to help stay on time;
- Indicate the appropriate level of discussion on each issue; and
- Focus discussions on the right issues at the right time.

The 25/75 Rule. Effective boards spend most of their time on major strategic and policy issues, engaging in rich discussion and dialogue, assessing outcomes, and participating in ongoing education.15 Boards should focus on issues that are most critical to the organization and where they can have the greatest impact; however, without a detailed agenda and focused board chair, discussions may get

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<tr>
<th>Twelve Key Board Chair Responsibilities</th>
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<tr>
<td>1. Oversee board and executive committee meetings</td>
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<td>2. Serve as ex-officio member of all committees</td>
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<td>3. Work in partnership with the CEO to ensure board resolutions are carried out</td>
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<td>4. Call special meetings if necessary</td>
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<td>5. Appoint all committee chairs and, with the CEO, recommend who will serve on each committee</td>
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<td>6. Assist the CEO in preparing agendas for board meetings</td>
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<td>7. Assist the CEO in conducting new board member orientations</td>
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<td>8. Oversee searches for new CEOs</td>
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<td>9. Coordinate the CEO’s annual performance and compensation evaluation</td>
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<td>10. Work with the nominating committee to recruit new board members</td>
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<td>11. Act as an alternate spokesperson for the organization</td>
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<td>12. Periodically consult with board members on their roles and help them assess their performance</td>
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Pre-Meeting Materials. The board chair is responsible for ensuring that trustees receive vital materials to review prior to each meeting. Materials should be sent to trustees at least one week before the meeting, as reviewing and understanding the pre-meeting materials is critical to keeping trustees informed and preparing them for a rich discussion. Although the materials reviewed before each meeting will vary depending on the meeting agenda, many organizations now utilize a “board preparation package,” including:  

- The meeting agenda;  
- High-level summaries of the topics to be discussed;  
- Use of graphic, dashboard-type reports of key indicators;  
- Executive-level reports from each committee; and  
- A proposed consent-agenda.

The board chair should serve as facilitator of the meeting, directing the flow of conversation and ensuring that appropriate time is allotted to each discussion, that members do not get sidetracked by relatively unimportant issues, and that meetings start and end on time.

Ensuring Productive Meetings  
Board members dedicate their valuable time to the community by serving on the hospital’s board. It is the board chair’s job to ensure that their time is not wasted by adhering to the agenda and eliminating side conversations and other distractions that may prevent the board from achieving its meeting goals.

Leading Productive and Effective Meetings. Presiding over board meetings can be challenging. According to BoardSource, to ensure effective meetings board chairs must:  

- Create a purposeful agenda and follow it;  
- Know how to run a less formal meeting that is productive;  
- Engage each board member in deliberations; and  
- Control dominating or out-of-line behavior during meetings.

Measuring Meeting Effectiveness. If trustees or hospital leadership are concerned that board meetings are not making the best use of trustees’ time, they may consider calculating the approximate cost of each meeting. This can be done by assigning an average hourly rate for each participant (trustees and executives), and calculating the total hourly cost of the meeting. In addition to this estimated hourly cost, an opportunity cost should be considered that takes into account the important issues that may not be addressed during the meeting.

Sources and More Information