



**GOVERNANCE
SERIES**

Improving the Effectiveness and Conduct of Health Center Board and Committee Meetings

The smooth and effective functioning of a health center's governance and business affairs and, ultimately, the achievement of the health center's mission, depends, to a large extent, upon the effectiveness of meetings of the Board of Directors, as well as Board committees. It is at these meetings that the work of the Board is accomplished — reviewing policy recommendations, developing policies and procedures, planning business strategy, authorizing specific corporate actions and generally keeping abreast of operational issues.¹ Health center Boards and Board committees typically meet no more than monthly²; accordingly, it is critical that meetings be conducted efficiently in an organized manner that optimizes the decision-making process.

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The effectiveness of Board and committee meetings depends largely on the degree of participation by the attending members. Section 330 of the Public Health Service Act requires health center Boards to be sensitive of and responsive to the needs of the community served by the health center. To help achieve this objective, health centers are

governed by all-volunteer Boards drawn from consumers of the center's services and the community as a whole, and comprised to assure that members: (1) are demographically and socio-economically representative of the community; and (2) collectively, have expertise in numerous disciplines including business and financial affairs. There

- 1 Consistent with the general fiduciary duties of all Board members, it is the responsibility of each Board member to use his or her best efforts to attend meetings (or be justifiably excused from a meeting), and to be knowledgeable about all actions taken and/or decisions made at the meetings.
- 2 Health center regulations require that the health center governing Board of Directors "hold regularly scheduled meetings, at least once each month, for which minutes shall be kept." See 42 C.F.R. § 51c.304(d)(2).

is no one member who is “the expert” on a particular issue. Effective governance depends on the contributions and insights of every member. Accordingly, in order to gain the full benefit of such a diverse Board, participants must not view meetings as empty, tedious events. Instead, all members should be encouraged to participate and members should derive a sense of excitement and accomplishment from attending meetings and serving as Board members.

Participation and commitment typically are maximized when meetings are structured to address critical strategic issues and to make key organizational decisions in an organized, efficient manner. The purpose of this monograph is to provide guidance to health centers for improving the content and conduct of their Board and/or committee meetings and, ultimately, the achievement of their charitable missions.

KEY ROLES IN HOLDING EFFECTIVE MEETINGS

It is critical that both the executive director/chief executive officer (hereinafter “CEO”) and the Board Chair play a proactive role in preparing for, organizing and conducting of Board and/or committee meetings.

Role of the CEO

- ◆ The center’s CEO (or a staff member supervised by the CEO) typically is responsible for making sure that there is appropriate preparation for meetings and that Board members are given the necessary information and materials pertinent to agenda items in advance of a meeting.
- ◆ In addition to the CEO’s role in determining the content (and time frames) of agenda items, the CEO plays an important role during a meeting. Specifically, as the chief advisor to the Board, the CEO is expected to provide the Board with insight and organizational perspective to inform the Board’s consideration of items on the agenda.
- ◆ The CEO may play an active role in consensus building, and can provide guidance to the Board in developing alternative solutions or options.

Role Of The Chair

- ◆ The Board (or committee) Chair is responsible for ensuring that meetings function in an orderly and effective manner. The Chair should provide guidance to other members and bear primary responsibility for creating a supportive, respectful meeting environment where other members feel comfortable in taking an

active, participatory role. In this respect, the Chair must make an effort to be viewed by other members as reasonably objective and encouraging of discussion and member participation, while, at the same time, being appropriately decisive in controlling meetings.

- ◆ In addition, the Chair has primary responsibility for disciplining members when necessary, and for ensuring that members understand that it is expected that they come to meetings prepared and ready to address items on the meeting agenda.
- ◆ In particular, the Chair is responsible for managing the progress of the Board meeting to ensure that the agenda is followed and for controlling the tone of a meeting. Procedurally, the Chair should open the meeting and announce the presence (or absence) of a quorum.
- ◆ In ensuring that all agenda items are addressed without the meeting becoming unreasonably long, the Chair must play an active role in keeping discussions to the point at hand.³ Strategic tactics for accomplishing this objective include making sure that major issues are brought before the Board as motions in order to focus discussion and, where it is clear from Board discussions that a decision will not be made on a particular motion, taking action to table the motion in a timely matter.

³ In light of the Chair’s other duties in conducting a meeting, it may be advisable for the vice-Chair or other member to keep track of timing issues so that the Chair can concentrate on other aspects of directing the meeting.

SETTING THE AGENDA

The Agenda as a Meeting Management Tool

The agenda is the primary tool for managing a meeting. As such, in addition to listing the substantive topics to be discussed at a meeting, the agenda should allot reasonable amounts of time for discussion of particular agenda items and, as appropriate, the action expected in connection with each agenda item. Of course, time limits should be reasonably enforced to keep the meeting moving and appropriately focused. It is strongly advised that the agenda be structured to allow for a meeting of approximately two hours in length; meetings that last longer tend to become unproductive.

In general, items of business should be ordered on the agenda based on their importance (with the most important items addressed first). In some situations, however, it may be advisable to make a few, relatively uncontroversial decisions at the beginning of a meeting before taking up consideration of matters that will require substantial discussion. This sometimes is done by creating a "Consent Agenda" of items that are routine and not controversial, but that require Board approval, *e.g.*, banking resolutions, changes in signature authority, etc. If some items are premature for decision, those items should be identified as "for discussion only." A meeting agenda might look like the following sample.

SAMPLE AGENDA

- ◆ Call meeting to order.
- ◆ Establish presence of a quorum. (5 minutes)
- ◆ Review/amend/accept minutes from last meeting. (15 minutes)
- ◆ Presentation of committee/officer reports. (20 minutes)
- ◆ Address unfinished business -- items previously discussed at prior meetings, but no decision reached. List substantive items of business and expected actions. (30-45 minutes)
- ◆ Address new business. List substantive items of business and expected actions. (40 minutes)
- ◆ Review and summarize decisions/actions taken. (10 minutes)
- ◆ Set date of next meeting.

Meeting Focus and Content

It should be the responsibility of the health center's Chair and CEO (or in the case of committee meetings, the CEO and/or committee chair) to develop the agenda for Board meetings. However, before finalizing the content of the agenda, it is advisable that the CEO consult with the Board Chair, committee chairs, and other corporate officers for their recommendation for agenda items.

The content of the agenda should be limited to matters that legitimately qualify for Board consideration (*i.e.*, timely policy matters and other decisions with strategic signifi-

cance). Ineffective Boards typically take up valuable meeting time with low-level, mundane administrative matters related to the day-to-day center management. Too high a dose of tedious agenda items may result in members losing their focus on policy matters and, ultimately, their interest in serving on the Board. In developing the agenda, the Chair and CEO should look to the health center's strategic plan to evaluate how Board business relates to achieving the center's institutional goals.

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MEETING PREPARATION

Proper preparation is critical to conducting an organized and productive Board/committee meeting. In addition to establishing and distributing a pertinent agenda in advance of the meeting, preparing for a Board or committee meeting requires distributing (in a timely manner) the necessary meeting notice and appropriate supporting materials, as well as preparing the meeting site.

Notice of Board Meeting

Notice of a Board meeting should conform to the requirements contained in the health center's Bylaws (and applicable State law) regarding content, the methodology for providing notice, and the notice period.

Supporting Materials

It is important that sufficient appropriate supporting information be assembled and distributed to Board members so that they may be suitably prepared for a meeting. At a minimum, the package of supporting information should include the draft minutes from the previous meeting and any appropriate management/committee reports⁴ (if

there is something to report). In addition, supporting materials often include supplemental information or documents pertinent to critical agenda items. As a policy matter, it is generally advisable that members receive supporting materials at least ten to fourteen days in advance of a meeting in order to provide them with a reasonable opportunity to prepare for the meeting. As previously noted, it is very important that Board members take time to read those materials in advance of the meeting.

The CEO (or the committee chair in the case of a committee meeting) should decide what supplemental materials Board (or committee) members should review prior to a meeting. In determining what supplemental materials should be included, the CEO should be guided by the understanding that smaller information packets are more likely to be read by Board members. Accordingly, CEOs must take extra caution not to overwhelm Board members by providing too much supporting information.

Supporting materials should be useful and insightful in clarifying agenda items and should be reviewed carefully for relevance by the CEO. A CEO should not place Board members in the position of having to make these determinations of relevancy themselves. Accordingly, it is generally advisable for the CEO to err on the side of brevity and notify Board members that more

comprehensive information can be made available to members upon request.

Site Preparation

Board meetings should occur in a well-lighted, comfortable environment. In addition, to promote meaningful discussions and interaction, adequate seating should be made available to all Board members to sit facing each other and in reasonably close proximity.

Moreover, proper seating implicitly lets Board members feel that they are working together; conversely, inadequate seating can make members feel unwanted or unimportant. The Board Chair should sit at the head of the table with the CEO sitting next to the Chair so that he or she can provide assistance as necessary.

While it is advisable that the health center Board meet in person, policies issued by the Bureau of Primary Health Care (BPHC) permit meetings by telephone or other means of electronic communication when geographic or other circumstances result in making an in-person meeting overly burdensome. *See* BPHC Program Expectations, Policy Information Notice ("PIN") # 98-23 at p. 28. However, in doing so, the Board must follow the procedures contained in the Bylaws and/or State law, which typically allow telephonic or interactive electronic meetings provided that all Board members can hear and communicate with one another in a clear and accurate manner.

⁴ Typically, the CEO, the Chief Financial Officer ("CFO"), and the Medical Director (and occasionally, other senior staff), as well as the chairpersons of various Board committees, will present reports to the Board, summarizing actions taken and problems/issues that have arisen since the last meeting. Reports should clearly highlight to Board members the motions or matters to be decided and the options and recommendations suggested by the

CONDUCTING THE MEETING

Parliamentary Procedure

As noted previously, the efficient and effective functioning of a health center Board is highly dependent upon the efficient and orderly conduct of its meetings. In order to promote order, focus and procedural consistency in the decision-making process, most health center Boards opt to adopt rules for the conduct of meetings. Many Boards choose to adopt, either in whole or in part, the parliamentary process set forth in Robert's Rules of Order. However, there is nothing wrong with the Board devising its own rules of procedure. At a minimum, it is advisable that the Board follows basic principles of parliamentary procedure in the conduct of its Board and committee meetings.

Such principles include:

- ◆ **Order** - Proceeding in an orderly manner, including addressing one issue or agenda item at a time.
- ◆ **Courtesy/Justice** - Respecting the rights of individual members to be treated with respect and to be given a fair opportunity to present his/her position, and providing for all sides of an issue to be heard before making a decision.
- ◆ **Majority Rule** - The will of a majority of the Board should control on most, if not all, formal decisions.

A meeting should begin with a role call to establish the presence of a quorum (as defined in the organization's Bylaws and/or State law). In the absence of a quorum, under most State laws the only formal Board actions that can be taken are: (i) recessing until a later date when, presumably, a quorum will be present, or (ii) adjourning the meeting and starting the process (by issuing appropriate notice) to schedule a new meeting. Once a quorum has been established and noted in the minutes (or other record of the meeting), agenda items should be addressed in the order presented in the agenda utilizing the parliamentary process of "motions."

A motion is a proposal to take action on an issue. As a general matter, only Board (or committee, as applicable) members should be permitted to make a motion. In order to undertake formally the

action raised in a motion, at least one other member should "second" the motion. If no other member is willing to second a motion, it typically indicates that the other members do not wish to address the issue, so it would be inappropriate to spend time on the motion. Under most systems of parliamentary procedure, a motion "dies" if there is no second.

Once a motion is made and seconded, the Chair will restate the motion and discussion will begin. The maker of the motion should be granted the right to speak first in any discussion of the motion, as well as to speak last before any vote is taken. Other members may propose to amend the motion. A proposed amendment to a motion should be treated similar to the original motion (*i.e.*, the amendment should be seconded and debated), provided that a vote on an amendment occurs

Making A Motion

- ◆ Chair recognizes maker of the motion.
- ◆ Maker states motion (*i.e.*, "I move that the Board . . .")
- ◆ Chair requests second of motion.
- ◆ Another member seconds the motion.
- ◆ Chair restates the motion prior to commencement of discussion.
- ◆ Maker of motion is granted right to speak first and last before vote.
- ◆ Chair recognizes each member before he/she speaks.
- ◆ Motion is amended, tabled or adopted as originally proposed.
- ◆ A vote is recorded in the minutes and the Chair announces the action(s) taken.

prior to a vote on the original motion. Alternatively, a member could propose “tabling” the motion, which, if seconded and adopted, closes the current review of the motion, but enables it to be raised at a future time. No amendments should be made to a tabled motion.

After all discussion in connection with a particular motion has ended, and all amendments have been made, a vote on the motion should take place (*i.e.*, the Chair should “call the question”), provided that the motion has not been tabled. The vote should be recorded in the minutes of the meeting (see below) and the Chair will announce whether the motion has passed or failed.

Minutes

As part of its formal meeting process, the actions or decisions adopted (or disapproved) at the Board (or committee) meeting should be recorded and presented in a formal, corporate document. This document is commonly referred to as the “minutes” of a meeting.⁵ In general, the minutes should only reflect and record what was accomplished at a meeting — not what was discussed or who said

what. Typically, minutes should record the following information:

- ◆ The date and time (and place, if not always the same) of the meeting and whether it is a regular or special meeting;
- ◆ The establishment of a quorum and the names of the members present in attendance;
- ◆ The presence of the Chair and Secretary;
- ◆ Any action taken on the previous meeting’s minutes (*i.e.*, adoption or any corrections);
- ◆ The exact wording of a proposed motion;
- ◆ The identity of the person making a motion;
- ◆ The identity of the person seconding the motion;
- ◆ The result of any formal action taken on the motion (approval/disapproval);
- ◆ The identity of any dissenting minority vote (if such notice is requested by the dissenters);
- ◆ The time of adjournment.

CONCLUSION

The effectiveness of a health center’s governance depends upon a high level of participation and the commitment of its Board members. Participation can be promoted by ensuring that Board and committee meetings are operated in an organized manner and address critical, strategic issues suitable for Board deliberation. In this respect, both the Board Chair and the CEO must play a proactive, critical role in the preparation, organization and conduct of such meetings.

...the Board (or committee) meeting should be recorded and presented in a formal, corporate document.

⁵ As previously noted, health centers that receive grant funds under Section 330 are required to keep minutes of each Board meeting. While health center regulations do not specifically require minutes for committee meetings, it is prudent to maintain such documentation.

Typically, minutes should record the following information:

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- ◆ The presence of the Chair and Secretary;
- ◆ Any action taken on the previous meeting's minutes (*i.e.*, adoption or any corrections);
- ◆ The exact wording of a proposed motion;
- ◆ The identity of the person making a motion;
- ◆ The identity of the person seconding the motion;
- ◆ The result of any formal action taken on the motion (approval/disapproval);
- ◆ The identity of any dissenting minority vote (if such notice is requested by the dissenters);
- ◆ The time of adjournment.

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