

Shared Governance Curriculum Training Guide

The Role of the Health Center
Board and Board Members &
Strategic Board Composition
and Recruitment

NACHC/PCA



ABOUT NACHC

Established in 1971, the mission of the National Association of Community Health Centers (NACHC) is: *“To promote efficient, high quality, comprehensive health care that is accessible, culturally and linguistically competent, community directed, and patient centered for all.”*

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Based on input and guidance from the NACHC/PCA-TTA Advisory Group, a NACHC/PCA TTA Sub-group on Governance was formed to develop and deploy two governance curriculum modules to be shared through a train-the-trainer model. We wish to acknowledge members of the Sub-group on Governance that participated in the development of the shared governance curriculum modules:

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Shared Governance Curriculum Training Guide

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I. Background and Parameters for Using the Shared Governance Curriculum

Based on input and guidance from the NACHC/PCA-TTA Advisory Group, a NACHC/PCA-TTA Subgroup on Governance developed a shared governance curriculum on a few key topics including board responsibilities and board composition/recruitment. Interested Primary Care Associations (PCAs) can use this curriculum to train board members at local conferences, via webinars, through direct technical assistance to a particular board, or in other ways in their state or region.

The shared curriculum consists of:

1. This Shared Governance Curriculum Training Guide, which includes facilitative tips and sample training agendas.
2. Module 1: The Role of Health Center Board and Board Members
3. Module 2: Strategic Board Composition and Recruitment

Trainers can customize and tailor the module content depending on the needs of the audience and/or based on state-specific context and laws. Trainers may also wish to use NACHC's *Governance Guide for Health Center Boards* (available at <https://www.healthcenterinfo.org/details/?id=2302>) as a resource to inform the delivery of this training and/or as a resource for training participants.

The development of these materials was supported by the Health Resources and Services Administration. When the curriculum is delivered or utilized, the following citations should be included:

1. On the PowerPoint cover page:
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3. In the PowerPoint:
An acknowledgement slide recognizing the PCA-TTA Sub-group on Governance (note: this slide is included in the PowerPoints).

II. Designing Training for Board Members

This section includes tips and guidelines to keep in mind when designing training for board members, as well as a session design worksheet.

Keep in Mind

- Adult learners prefer to be engaged and are more likely to retain information if they are encouraged to actively participate.
- Consider the type of trainer you want to be:
 - A “Sage on the Stage” is an expert who imparts their knowledge and wisdom, typically by lecture, while participants listen.
 - A “Guide on the Side” is an expert who allows participants to explore a subject area independently or by interacting among themselves.
 - A “Coach” or “Blended Approach” involves a mixture of an expert presenting concepts or ideas and prompting the participants with questions or activities that will put learning into practice.
- Be aware of the types of participants:
 - Intrinsic thinkers tend to think “in loud;” in other words, they will not readily respond to questions in a large group if they have not had time to fully think things through.
 - Extrinsic thinkers tend to think “out loud,” and will often join in a conversation even without having fully considered the topic.

Small group work allows space for both intrinsic and extrinsic thinkers to actively participate and dialogue to better understand a topic.
- Make the time. The recommended preparation time is three hours for every hour of training.
- Learn the material and use your own words. The training will be better received and more interesting for adult learners and you will be more confident if you know the important points and express them in your own unique style.

Build Your Plan

When designing training for board members, consider:

- What is the purpose of the training?
- What do you hope participants will learn?
- What do you hope participants will be able to do at the end of the training?
- How much time do you need?
- What materials will you need?
- How will you measure your success?
- What will be included in your agenda?

Consider the following guidelines for structuring the session:

- 5% introduction
- 5% connecting participants (to each other and to the mission)
- 30% instruction
- 25% discussion (how they understand it)
- 5% clarifying
- 25% application (how they will apply the learning)
- 5% conclusion

A sample session design worksheet follows and sample agendas for Module 1 and Module 2 can be found in sections IV and V of this Training Guide.

Session Design Worksheet IDOARRT	
Intention	What is the intention or purpose of the training? _____
Desired Outcome(s)	What are the specific outcomes or objectives that should be achieved? _____ _____ _____ _____ _____
Agenda	What activities will be used? _____ _____ _____ _____ _____
Roles	What is expected of the participants?
Rules	What guidelines will be in place during the training? Allow the participants to suggest so they will have ownership of them.
Time	What is expected length, including breaks?

From: *Essential Meeting Facilitation Toolkit*. Session Lab.

III. Facilitative Behaviors and Training Tools

This section addresses various facilitative and training tools:

- A. Opening/Starting a Training
- B. Facilitative Behaviors: Preventions and Interventions
- C. Divergence and Convergence
- D. Having the Right Question is More Important than Having the Right Answer
- E. Closing a Training

A. Opening/Starting a Training

Various activities can be used to kick off a training. Consider activities that fit the context of the training and engage participants from the start. Activities to consider include:

- **3 Question/3 Minute Mingle:** Each participant generates an open-ended question they would like to ask other participants. You can provide examples such as: What skill would you most like to develop? Who in your life do you really look up to? When was the hardest you have ever laughed? Encourage participants to be thoughtful and curious with their questions. Participants then mingle and meet one-on-one for one minute per meeting. You determine if they meet 3 people or if it is a timed event.
- **Human Thermometer:** You must have enough room for participants to stand and move about. Ask them to line themselves in order for a variety of topics:
 - From least to most, the number of children in your family.
 - From least to most, the number of cities you have lived in.
 - From shortest to longest, the length of time you have served on this board.
- **5 in 5:** In small groups, participants are asked to identify 5 things they all have in common within 5 minutes. These cannot be things that can be seen (hair color, eye color...). The more obscure the better. Have the group vote on the most unique.
- **Institutional Timeline/History:** Have post-it notes available for participants. Ask the group to consider the key pieces of history in relationship to their organization. When and why did it begin? What year did those things happen? What are the pivot points (highlights and low lights) in the organization's history? Ask participants to write one key item per post-it note and then have them place their post-it notes on a wall in chronological order. It is a good gathering of historical data and also good for board members to touch base with past triumphs and challenges that the board has faced. If there are significant pivot points, ask them if they know how the board may have governed differently during that time or why it would have been important for the board to govern differently at different points in their history.

Making Connections/Building Trust

When working with a board, building trust can be an important tool. Some of these techniques can also be used when working with individuals from various boards. Building connections and trust may also serve as a way to start a training.

- **Level 1: General Traits**

At this level, you get to know someone's general personality traits; for example, how high or low they are in Openness, Conscientiousness, Extroversion, and Agreeableness.

- **Level 2: Personal Concerns**

This is where someone gets to know a person's goals, values, and motivations. They also get a broader picture of the decisions and attitudes that shape their life.

- **Level 3: Self-Narrative**

Finally, when you truly know someone, you know the stories they tell themselves about themselves—how they have made sense of their journey and purpose through life.

Types of Questions

1. **Open questions** – These cannot be answered with a “yes” or “no.” Open questions probe on what, how, and why.
2. **Neutral questions** – The queries avoid adding value statements and judgments, which distract and bias the respondent.
3. **Lean questions** – As the name suggests, these are brief and conceptually simple. Lean questions keep the respondent on point and do not allow them to pick and choose what they want to answer.

Questions to Make Connections

1. Why do you serve the health center?
2. Given the choice of anyone in the world, whom would you want as a dinner guest?
3. Would you like to be famous? In what way?
4. What's the best vacation spot you have ever been to?
5. What's your favorite kind of food?
6. If you could have any superhero quality, what would it be?
7. What's the best part of your week?
8. What would constitute a perfect day for you?
9. For what in your life do you feel most grateful?
10. When you were growing up what was your dream job? Is any part of that still true?
11. What personal passion project are you working on right now?
12. When you were a kid what did you think your life would look like now?
13. What was your worst fashion disaster?
14. If you had a reality TV show about your life, what would your theme song be?
15. If you could wake up tomorrow having gained one quality or ability, what would it be?
16. What is the greatest accomplishment of your life?
17. What do you value most in a friendship?
18. What is your most treasured memory?

Source: Social psychology researcher Arthur Aron, Interpersonal Relationships Lab, Stony Brook University in New York

B. Facilitative Behaviors: Preventions and Interventions

Preventions and Interventions are actions that anyone can take to help trainings run smoothly.

Preventions are used before or during the training to prevent it from getting off track with respect to content or process.

- At the beginning of the training, get agreement on:
 - Outcomes or Objectives
 - Agenda
 - Roles
 - Working Agreements or Ground Rules
- During a training:
 - Make a process suggestion on how the group could proceed
 - Ask open-ended questions to generate participation
 - Request that people reserve judgment

Interventions are used during the training to help people get back on track with respect to content or process.

- During a training:
 - Boomerang – return a question to the person who asked it or to the group so the trainer does not hold all responsibility for answering.
 - Regain focus – ensure everyone is working on the same content, using the same process at the same time (e.g., “Just a moment, one person at a time. Jessica, you’re first and then Mark.”).
 - Ask/say what is going on – naming something that is not working and getting it out in the open: “It is very quiet here. What does the silence mean?”
 - Enforce agreements – remind the group of the agreements or ground rules when the discussion starts going off focus or topic.
 - Create a Group Memory or Parking Lot – a positive method for dealing with situations or people that may get the training off track. Legitimize it by writing it down and later the group can decide if this idea is more appropriately dealt with here or deferred to another time.
 - Use body language – reinforce words with congruent body language.
 - Use humor – to relieve tension but not at someone else’s expense.

Facilitative Behaviors, pages 2 – 5, 9 from *Essential Facilitation*® *Core Skills for Guiding Groups*.
Interaction Associates, 2014.

C. Divergence and Convergence

Divergence

These are activities to explore and understand a situation and to generate ideas. They help widen the group's thinking. This may include questioning, analyzing, and considering cause and effect to better develop a shared understanding.

Convergence

These are activities to facilitate decision-making and/or action-setting. They help the group narrow down the set of available options and come to conclusions. Establishing criteria and/or prioritizing are key components of narrowing.

A Tool for Building Divergence and Convergence

Strategy Café

- Establish questions to engage the participants.
- Write one question on each flip chart (assume 3 questions for this example).
 1. What roles and responsibilities belong primarily to the Board?
 2. Which roles and responsibilities belong primarily to the CEO?
 3. What roles and responsibilities are shared?
- Have participants number themselves (count off) 1-3.
- Provide each group with a different color marker and ask them to retain through this exercise.
- Group one begins at question 1 and brainstorms answers to the question and captures on their flipchart. Groups two and three do the same with their question.
- After a set amount of time (4 minutes for this example), ask everyone to stop and move to the next flipchart.
- After round 1 and subsequent rounds, there will be ideas generated by the previous group(s). The participants may do one of the following for each idea listed:
 - Demonstrate agreement by putting a check mark next to the idea
 - Question or demonstrate disagreement by putting a question mark next to the idea
 - Add to the list
- The timing will be 4 minutes for each rotation.
- After all participants have engaged with each question, the facilitator/trainer summarizes key points, identifies shared understandings and discusses question marks.

D. Having the Right Questions is More Important Than Having the Right Answer

Asking Questions

Before launching into questions, consider:

- What do I want to ask?
- Why do I want to ask this?
- How might people respond?

Some guidelines to consider:

- Customize the questions to fit the context.
- Ask questions that people are capable of answering.
- Create safety before asking difficult questions.
- Avoid questions that lead people to specific conclusions.
- Ask lean questions that are brief and simple.
- Ask follow-on questions to further the conversation.

Questions that set the context	What's our goal in this training? What are your expected outcomes?
Questions that invite development	Can you say more? What else is connected to this?
Questions that probe	How did this start? Who's involved?
Questions that clarify	Are you saying...? Am I understanding...?
Questions that link	What comes to mind that is similar? What else fits here?
Questions that invite challenge	Who sees this in a different way? What are the pros and cons of this? What are the main barriers to success? What concerns you about this?
Questions that summarize	What are the key ideas? What can we say to bring closure?

Debate or Deliberation?

When posing questions, consider whether you are encouraging debate or deliberation. It can also be helpful to distill the differences to boards to clarify how they may approach topics in the boardroom.

In Debate	In Deliberation
In debate, you search for differences.	In deliberation, you search for strength in another position.
In debate, you search for weaknesses in another position.	Deliberation involves concern for others.
Debate involves countering the other's position at the expense of the relationship.	Deliberation assumes that many people have pieces of an answer to a workable solution.
Debate calls for investing wholeheartedly in your beliefs.	In deliberation, you temporarily suspend your beliefs.
Debate is oppositional and seeks to prove the other wrong.	Deliberation is collaborative and seeks common understanding.
The goal of debate is winning -- often only for a short-term advantage.	The goal of deliberation is common ground for action, which is the basis for consistent policy.
In debate, you listen to find flaws and counter-arguments.	In deliberation, you listen to understand and find meaning in agreement.
Debate defends assumptions as truth.	Deliberation reveals assumptions for reevaluation.
Debate defends original solutions.	Deliberation opens the possibility of better solutions.
In debate, you submit your best thinking and defend its rightness.	In deliberation, you submit your best thinking in order to improve it.

Excerpt from Global Horizons, LLC Small Community Engagement Institute Workbook

Meaningful Questions for Deliberation

- Can you elaborate? – If someone has provided information, but you are not clear what it means.
- How have you approached this before? – If people have previous experience they could share.
- What are your initial thoughts for how to approach it? – When participants have preconceived notions about what to do.
- Can you tell me more? – When someone has a wealth of information that has not been shared yet.
- What's most important for you to accomplish? – To understand the other parties' motivations – and what matters in this situation.

Questions for Deeper Conversations with Boards

You do not have to ask every one of these questions, but a well-placed one, or a few, can help refine various concepts. Tailor the question(s) – as appropriate – if working with one board or with participants from multiple boards.

- How does this issue affect your constituents?
- How does this issue affect the board?
- What do you think is the right thing to do?
- What might be the consequences, both negative and positive?
- What are our options?
- Who else do we need to address this issue? Whose voice do we need to hear?
- What resources could we use?
- What are we learning?
- Can we support one another, not just here, but in public?
- What would you like to have happen by the end of this session?
- Is this belief based on an actual fact or on an assumption or false conclusion?
- Is there any rational reason for such a belief?
- What other options can you think of?
- How does that fit in with your goal?
- What is the worst thing / the best thing that could happen?
- If you take this step, what would you do next?
- What makes this important to you?
- What will it mean for your community if you DON'T....?
- What are you afraid of happening?
- What 'magic solution' would make that fear decrease/disappear?

Adapted from Global Horizons, LLC Small Community Engagement Institute Workbook

Questions Specific to Board Roles (Module 1)

- Why do you choose to serve this mission?
- What skills do you bring to the board?
- What 3 words in the mission speak to you?
- What makes a good board member for this organization?
- What brought you here?
- What keeps you coming back?

- What does a productive board meeting look like?
- What are your history and habits – how do you usually address these types of situations?
- What are we most interested in celebrating about our work as a board?
- What is missing in our organization’s path to reaching our mission?
- How do we ensure our organization has adequate resources for the challenges it currently faces or will face in the future?

Questions Specific to Board Composition and Recruitment (Module 2)

- What do you wish you would have known prior to joining the board?
- How would you describe your onboarding process?
- What do you want this organization to look like in 5 years? 10 years?
- What do you want to accomplish with...?
- In what ways are you prepared for...?
- How long does it take to feel like a contributing member of this board? How might we shorten the time period from joining to contributing?
- How can we get board members quickly engaged in meaningful work?
- What do we need to change so our board looks more like the community we serve?
- Do we know where the next generation of board members is coming from?

E. Closing a Training

Activities can be used to wrap up a meeting, tie up loose ends, assign roles and inspire action. Learning Stations are one tool to utilize for the action step and closure for the session. See the Appendix for sample learning stations.

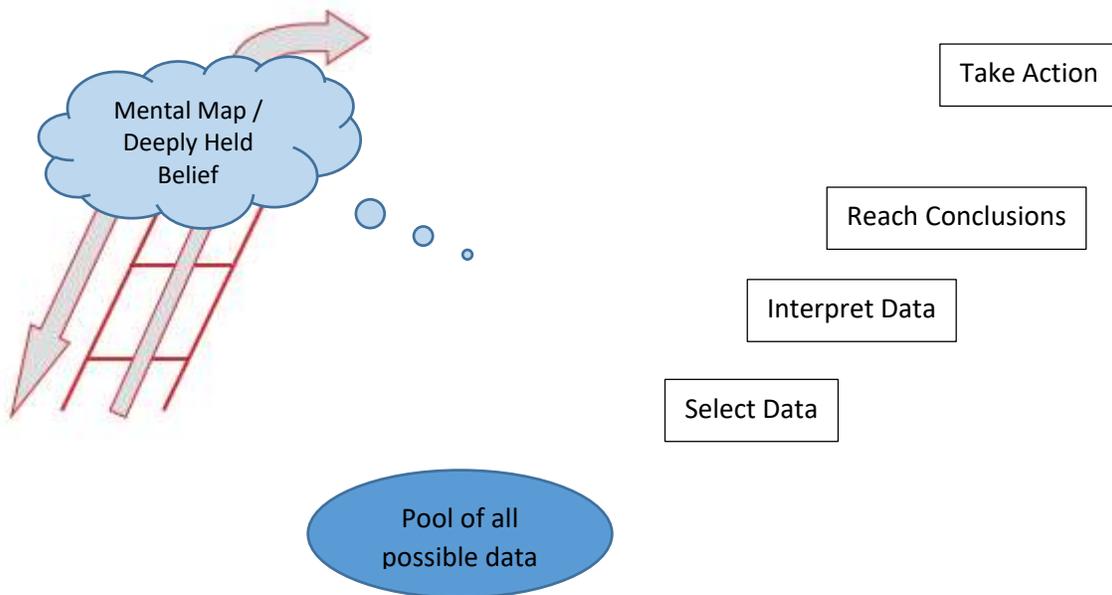
Mental Maps

Each of us processes information differently. We are impacted by experiences we have had so each of us has a unique “mental map.”

As depicted below, each individual enters into any situation with their own deeply held beliefs, these are often unconscious mental maps and some are easily identified, explained, and owned.

As we dive into the pool of data that is available to us, those deeply held beliefs impact the data that we will select. Even if we all agreed to select the same data, we would make assumptions (interpret), and draw or reach conclusions through our own lens of experience. And, if we all agreed to reach the same conclusions, it is likely that we would take action uniquely to our way of thinking.

Therefore, as trainers, it is our job to help develop shared understandings and provide participants the opportunity to discuss and discern their own ways of thinking and then identify how they can work as a team.



Adapted from *The Fifth Discipline Fieldbook* by Kleiner, Roberts, Ron, Senge, and Smith.

IV. Module 1: The Role of the Health Center Board and Board Members

Module Overview

Module 1 on “The Role of the Health Center Board and Board Members” addresses board roles, board member responsibilities, the board-CEO partnership in health center governance, and various tools for building a positive board culture and governance impact.

Module 1 is designed as a 90-minute in-person offering and includes various exercises for adult learners. A sample agenda follows. Various agenda modifications are also included. Note: this module does not solely focus on the Health Resources and Services Administration (HRSA) Health Center Program Compliance Manual though it provides various options for discussing HRSA requirements for boards.

The curriculum for Module 1 includes:

1. Sample Agenda and Agenda Variations
A sample 90-minute agenda is included in this Shared Governance Curriculum Training Guide.
2. PowerPoint Slides
The “Notes” View of the Slides is included in the Appendix of this Shared Governance Curriculum Training Guide and the PowerPoint Slides are also available as a standalone document. The “Notes” View contains:
 - **Trainer Notes**, which provide suggestions on training delivery and/or agenda variations.
 - **Content Reference Notes**, which provide some sample notes for ease of reference on the topic covered by the slide.
3. Handouts
The Handouts are included in the Appendix of this Shared Governance Curriculum Training Guide and are available separately as Word documents for ease of editing.
 - Module 1, Resource 1 – Health Center Board Roles (Activity)
 - Module 1, Resource 2 – Health Center Board Roles (Activity Answers)
 - Module 1, Resource 3 – Who Does What “Cards”
 - Note: These are sample cards that can be printed out, cut up, and sorted into categories. Trainers may also wish to develop their own cards or use index cards.
 - Module 1, Resource 4 – Sample Learning Station

Additional resources of interest for trainers and possible additional handouts include:

- NACHC, Governance Guide for Health Center Boards (available at <https://www.healthcenterinfo.org/details/?id=2302>)
 - Chapter 1: The Role of the Health Center Board and Board Members
 - Chapter 7: CEO Oversight and Partnership
 - Chapter 9: Effective Board Functioning (Board Meetings, Committees, and Culture)
 - Appendix 2: Sample Board Roles and Responsibilities Description
 - Appendix 3: Sample Board Member Roles and Responsibilities
 - Appendix 14: Sample Board Meeting Evaluation
 - Appendix 16: Sample Board Culture Statement
 - Appendix 17: Sample Board Self-Assessment

- NACHC, Public Entity Centers: A Discussion Monograph (updated September 2019, available at <https://www.healthcenterinfo.org>)
 - Contains several sections and appendices focused on co-applicant boards

- BoardSource Resources
 - Board Chair & Chief Executive Partnership, <https://boardsource.org/board-chair-chief-executive-partnership/>
 - The Best Board Meeting I Ever Attended, <https://boardsource.org/resources/the-best-board-meeting-ever/>
 - What Makes a Good Board Member?, <https://boardsource.org/what-makes-a-good-board-member/>

- AHA Trustee Services
 - Post-Board Meeting “Mini” Evaluations, <https://trustees.aha.org/governance-improvement-practical-technique-post-board-meeting-mini-evaluations>
 - Rating Your Board on Governance Best Practices, <https://trustees.aha.org/rating-your-board-governance-best-practices>

Module 1: Sample Agenda (90-minutes In-person)

The Role of the Health Center Board & Board Members

Month, Date, Year

Facilitator:

Please bring: An open mind and engaged attitude!

Objectives: By the end of this session, you will be able to:

- Describe health center board roles
- Explain the responsibilities of individual board members
- Discuss the importance of the board-CEO partnership in health center governance
- Apply tools for building a positive board culture and governance impact

(10 minutes)	Welcome and (Thirty Second) Introductions <ul style="list-style-type: none"> • Overview of the day • Your name • One sentence as to why you choose to serve • One important skill you bring to your role 	Information gathering/sharing
(30 minutes)	The Role: Health Center Board Roles and Board Member Responsibilities <ul style="list-style-type: none"> • What are the differences in governing and managing? • What forces are impacting your organization? • How are you fulfilling your legal roles? • What makes a board responsible? 	Information sharing and assessment, consideration of best practices
(20 minutes)	The People: Board & CEO <ul style="list-style-type: none"> • What does a constructive partnership look like? • How do you build shared expectations? • What does the Board need from the CEO/Staff? • What does the CEO/Staff need from the Board? 	Developing and enhancing a constructive partnership, role sorting
(20 minutes)	The Culture & Impact <ul style="list-style-type: none"> • How strategic are your meetings? • How do you ensure focus is on strategic issues? • How do you prepare for discussions and governance? • How might you better engage board members? Are there mega issues to be considered? • How are you measuring the board's work? 	Consideration of leading practices, Assessment of your meetings
(10 minutes)	Intentionally Creating a Governance Legacy <ul style="list-style-type: none"> • Where are you on the governance continuum? • What intentional practices will you employ to advance your governance legacy? • What will you take back to your board? 	Putting into action, learning station
Adjourn		

Agenda Variations

Agenda Variations may include:

1. In-person (60 minutes) – Conduct shorter introductions. Focus solely on “The Role” and “The People.”
2. Webinar (45 minutes) – Focus solely on “The Role” and “The People.” Consider using “poll” questions or the “chat” feature to lead some discussion of board roles. Consider developing a short scenario or case study to discuss with the participants.
3. Deeper Dive into details of Board Roles – Focus on “The Role” and use slides from the Appendix to delve deeper into specific board roles. Use the following resources:
 - Module 1, Resource 1 – Health Center Board Roles (Activity)
 - Module 1, Resource 2 – Health Center Board Roles (Activity Answers)
 - Module 1, Resource 3 – Who Does What “Cards”

Depending on the length of the training, the segment on “The People” could still be included.

4. Leverage Exercises and Approaches from this Training Guide and/or other materials to design a customized offering.

V. Module 2: Strategic Board Composition and Recruitment

Module Overview

Module 2 on “Strategic Board Recruitment and Composition” addresses practices that health center boards can use to identify board composition needs, build a pipeline of candidates, vet board candidates, orient and engage members, and rotation strategies.

Module 2 is designed as a 90-minute in-person offering and includes various exercises for adult learners. A sample agenda follows. Various agenda modifications are also included.

Module 2 materials include:

1. Sample Agenda and Agenda Variations
A sample 90-minute agenda is included in this Shared Governance Curriculum Training Guide.
2. PowerPoint Slides
The “Notes” View of the Slides is included in the Appendix of this Shared Governance Curriculum Training Guide and the PowerPoint Slides are also available as a standalone document. The “Notes” View contains:
 - **Trainer Notes**, which provide suggestions on training delivery and/or agenda variations.
 - **Content Reference Notes**, which provide some sample notes for ease of reference on the topic covered by the slide.
3. Handouts
The Handouts are included in the Appendix of this Shared Governance Curriculum Training Guide and are available separately as Word documents for ease of editing.
 - Module 1, Resource 1 – Sample Learning Station

Additional resources of interest for trainers and possible additional handouts include:

- NACHC, Governance Guide for Health Center Boards (available at <https://www.healthcenterinfo.org/details/?id=2302>)
 - Chapter 2: Strategic Board Composition, Recruitment, Orientation, and Engagement
 - Appendix 4: Sample Board Matrix
 - Appendix 5: Sample Prospective Board Member Background Information Form
 - Appendix 6: Sample Board Candidate Interview Questions
 - Appendix 7: Sample Topics for Board Orientation Handbook
- BoardSource Resources
 - Board Candidate Rating Form, <https://boardsource.org/wp-content/uploads/2016/10/board-candidate-rating-form-new.pdf>
 - Board Orientation Checklist, <https://boardsource.org/nonprofit-board-orientation-checklist/>
 - Mentor Your Way to Board Development, <https://boardsource.org/mentoring-board-development/>
 - What Makes a Good Board Member?, <https://boardsource.org/what-makes-a-good-board-member/>

Module 2: Strategic Agenda (90-minutes In-Person)

Strategic Board Composition and Recruitment

Month, Date, Year

Facilitator:

Please bring: An open mind and engaged attitude!

Objectives: By the end of this session, you will be able to:

- Identify key considerations in assessing board composition needs
- Consider how to apply various approaches for building a pipeline of candidates and vetting candidates
- Discuss techniques for orienting and engaging members

(10 Minutes)	Welcome and (Thirty Second) Introductions <ul style="list-style-type: none">• Overview of the day• Your name• One thing you like to do outside of board service• One important skill you bring to your role	Information gathering/sharing
(5 minutes)	Strategic Board Composition <ul style="list-style-type: none">• What process best ensures strategic board building?• An overview of a strategic model	Consideration of leading practices
(15 minutes)	Identifying <ul style="list-style-type: none">• What size board best serves our center? Why?• How are we assessing our current board's skills?• What skills are needed to accomplish our future work?	Assessment and prioritization
(15 minutes)	Building a Pipeline <ul style="list-style-type: none">• Where do we find candidates?• How might we connect with diverse audiences?	Identify prospective candidate pools
(10 minutes)	Vetting Candidates <ul style="list-style-type: none">• What information should we share?• What do we want to learn? What questions to ask?• What steps would we take?	Determine expectations and responsibilities to be shared
(20 minutes)	Orienting and Engaging Board Members <ul style="list-style-type: none">• What might we include in a board handbook? How would we prioritize the information?• What key performance indicators should new board members be made aware of early in their tenure?• What would a mentoring program include?• In what ways could we assess the work of the board?	Prioritize methods of orienting and engaging members

(15 minutes)

Rotate Board Members

- Why do term limits make sense for us?
- How do we address non-performing board members?
- What will you take back to your board?

Consider
alternatives,
learning station

Adjourn

Agenda Variations

Agenda Variations may include:

1. In-person (60 or 75 minutes) – Decrease the number of “Discussion” slides.
2. Webinar (45 minutes) – Decrease the “Discussion” slides. Consider using “poll” questions or the “chat” feature to pose select questions during the webinar. Consider developing a short scenario or case study to discuss with the participants.
3. Leverage Exercises and Approaches from this Training Guide and/or other materials to design a customized offering.

VI. Final Tips

Best and Worst Facilitation/Trainer Practices

Some of the **best** things facilitators/trainers can do:

- Create an open and trusting atmosphere.
- Help people understand why they are there.
- Make meeting participants the center of attention.
- Speak in simple and direct language.
- Display energy.
- Stay flexible and ready to change direction if necessary.
- Listen intently to understand completely what is being said.
- Know how to use a wide range of discussion tools.
- Ensure that participants feel ownership for what has been achieved.
- End on a positive and optimistic note.

Some of the **worst** things a facilitator/trainer can do:

- Be oblivious to what the group thinks or needs.
- Change the meaning of what is said.
- Try to be the center of attention.
- Get defensive.
- Let a few people dominate.
- Never check how the meeting is going.
- Have no alternative approaches.
- Let discussions get badly sidetracked.
- Be insensitive to cultural diversity issues.
- Use inappropriate humor.

From Ingrid Bens, 2005, *Facilitating with Ease!* 2nd Edition. Jossey-Bass, San Francisco, California

After the Training

Participant Evaluation

Use a participant evaluation to gather feedback on the training content and approach.

Self-Evaluation

Trainers may wish to reflect on the following self-evaluation questions after a training.

- Did I have the proper information to share? If yes, cite an example. If no, what was missing?
- Was I able to adjust as needed during the session? If yes, cite an example. If no, what could I do differently?
- Did I achieve group norms agreement? If yes, cite an example. If no, what could I do differently?
- Did I do periodic checks (ask if they understood, ask if the pace seemed right...)? If yes, cite an example. If no, what could I do differently?
- Was I appropriately assertive in dealing with dysfunctional or ineffective behaviors? If yes, cite an example. If no, what could I do differently?
- Did I feel confident and comfortable leading this training? If yes, cite an example. If no, what could I do differently?

Appendix

The Appendix includes:

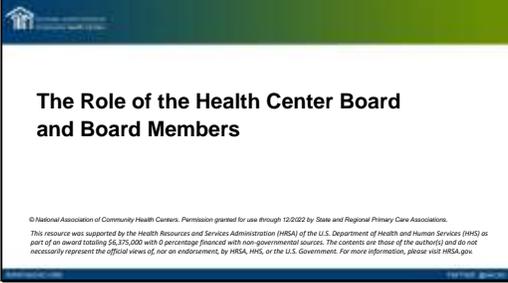
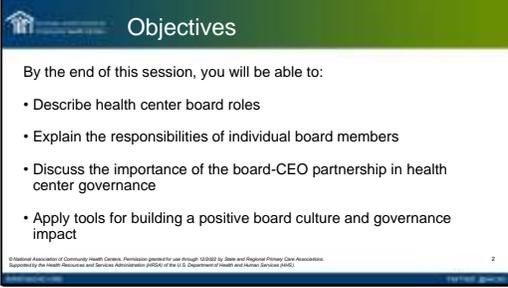
A. Module 1

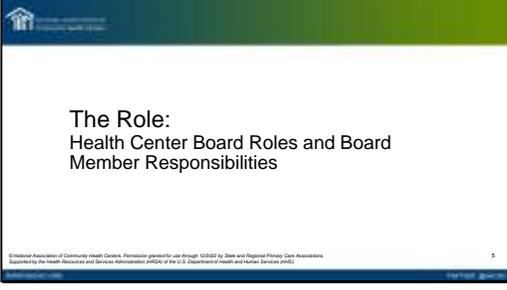
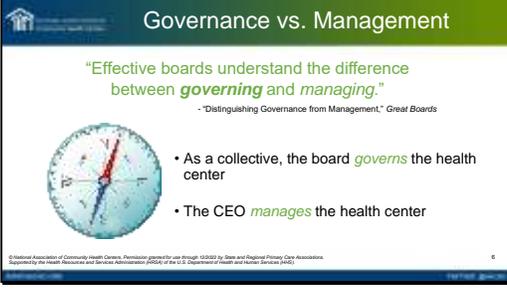
- The Role of the Health Center Board and Board Members - PowerPoint Notes View
- Module 1, Resource 1 – Health Center Board Roles (Activity)
- Module 1, Resource 2 – Health Center Board Roles (Activity Answers)
- Module 1, Resource 3 – Who Does What “Cards”
- Module 1, Resource 4 – Sample Learning Station

B. Module 2

- Strategic Board Composition and Recruitment - PowerPoint Notes View
- Module 2, Resource 1 – Sample Learning Station

Module 1: The Role of the Health Center Board and Board Members (PowerPoint Notes View)

<p>Slide 1</p>		<p>Note: The PowerPoint for this curriculum module includes:</p> <ul style="list-style-type: none"> • Trainer Notes, which provide suggestions on training delivery and/or agenda variations. • Content Reference Notes, which provide some sample notes for ease of reference on the topic covered by the slide. <p>Trainer Notes: Please refer to the “Shared Governance Curriculum Training Guide” for a sample agenda and possible agenda variations.</p>
<p>Slide 2</p>		<p>Trainer Notes: Present an overview of the modules and objectives. If you modify course content, update the objectives as appropriate.</p>
<p>Slide 3</p>		<p>Trainer Notes: Select a short exercise to open the module. If working with a single board or conducting training for a small group of board members, introductions can be done as a full group - examples include:</p> <ul style="list-style-type: none"> • Your name, where you live • One sentence as to why you choose to serve on the board • One important skill or perspective you bring to the board <p>If you are training a larger group, consider having introductions take place in small groups and then having some participants share one item they discussed in their group.</p> <p>Also, see the “Shared Governance Curriculum Training Guide,” Part III, section A on</p>

		<p>“Opening/Starting a Training” for additional suggestions and techniques for opening a training.</p>
<p>Slide 4</p>		<p>Content Reference Notes: This module focuses on three major components that any health center board needs to consider:</p> <ul style="list-style-type: none"> •The Role – What is the role of the board as a collective? What are the responsibilities of individual board members? •The People (Board & CEO) – How do the board and CEO work together? •The Culture & Impact – How does the board engage in Teamwork, Cooperation, and Collaboration? How does it measure the Work of the Board and Organization?
<p>Slide 5</p>		<p>Trainer Notes: This is a transition slide.</p>
<p>Slide 6</p>		<p>Trainer Notes: Consider using the slide content to lead a discussion about the differences in governance versus management.</p> <p>Content Reference Notes: The majority of health centers are incorporated in their respective states as a nonprofit organization and have a board of directors which governs the organization. Governance refers to the legal process carried out by the board as a collective to ensure the efficiency and sustainability of the health center on behalf of the community it serves. Governance is unique because authority is placed in the board of directors as a collective body to govern the health center (alone an individual board</p>

Slide 8



Trainer Notes:

Pictures will appear on click. The first focuses on health center history (Drs Jack Geiger and John Hatch during construction of the Delta Center in rural Mississippi and an image of the Columbia Point Health Center in Dorchester neighborhood of Boston. These were the first two community health centers.). The second focuses upon demographics of the board and the third is about the reputation of the board and organization.

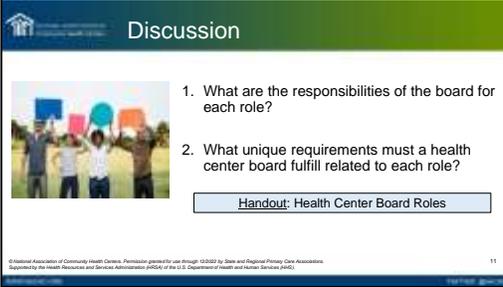
Exercise

We would suggest that we can often tell a lot about a board based upon its history and habits. Replicate the previous exercise but for internal forces. Possible questions include:

- What are your history and habits as a board? What you've done in the past is what you will continue to do into the future unless you make a conscious decision to make a change.
- Are your habits worth making traditions?
- Do you have some habits that you should break?
- What are the demographics making up your board? In what ways are they meeting your needs? Is there anything missing from the make-up of your board?
- What is the reputation of the board? How is it considered in the community?

Ask for a few volunteers to share one thing their group talked about.

<p>Slide 9</p>	 <p>The diagram is titled "Health Center Governance" and features four interconnected boxes: "Federal Law" (top-left), "HRSA Health Center Program" (top-right), "State Law" (bottom-left), and "Good Governance Research & Practice" (bottom-right). Arrows connect these boxes in a circular fashion. A small copyright notice is visible at the bottom of the slide.</p>	<p>Trainer Notes: It's important that health center boards not solely equate governance with the HRSA Health Center Program.</p> <p>Content Reference Notes: Health center boards must comply with relevant state and federal laws. As a condition of receiving an award under the Health Resources and Services Administration (HRSA) Health Center Program, health center boards must also follow various requirements of that program (as captured in the Health Center Program Compliance Manual and Site Visit Protocol). The most effective boards are also aware of and implement good governance practices.</p>
<p>Slide 10</p>	 <p>The diagram is titled "Roles of a Health Center Board" and features seven interconnected roles arranged in a circle: "Approve Policies" (top), "Provide Oversight" (top-right), "Strategic Board Composition" (right), "CEO Oversight & Partnership" (bottom), "Ensure Resources" (bottom-left), "Strategic Planning & Thinking" (center), and "Effective Board Functioning" (left). A small copyright notice is visible at the bottom of the slide.</p>	<p>Trainer Notes: Review slide content. Consider a possible exercise.</p> <p>Possible Exercise (note: Can also consider this exercise after reviewing each role on the next slide) Ask which of these 7 areas they believe they are doing best and which do they feel they have the greatest opportunity to improve and why? Have them partner with one or two people nearby and share their responses. Determine the degree of affinity and shared understanding within their perceptions.</p> <p>Ask the larger group if they shared similar answers with their partners. Which areas did they consider strongest and with the most opportunity.</p> <p>Content Reference Notes: In general terms, a health center's boards role falls into several areas:</p> <ul style="list-style-type: none"> • Strategic Planning and Thinking • Strategic Board Composition • Oversight (various forms) including financial, quality, corporate compliance, risk management, Health Center Program Compliance • CEO Oversight and Partnership

		<ul style="list-style-type: none"> • Approving policies • Ensuring resources • Ensuring effective board functioning (e.g., meetings, committees, culture)
<p>Slide 11</p>	 <p>The slide is titled "Discussion" and contains two numbered questions. Below the questions is a button labeled "Handout: Health Center Board Roles". There is also a small image of people holding signs and some fine print at the bottom.</p>	<p>Trainer Notes: There are various options and training variations possible at this point as outlined below.</p> <p>Possible exercise There is an associated handout called, “Module 1, Resource 1: Health Center Board Roles (Activity),” that can be used. Consider breaking the group up and assigning each a role to discuss using the two questions on the screen. Conduct a short debrief. A second handout called, “Module 2, Resource 2: Health Center Board Roles (Activity Answers)” can be shared with the group that contains answers.</p> <p>Training variations If a deeper dive/review of specific health center board roles is needed, there are additional slides included as an Appendix in this PowerPoint that provide extra details also found in “Module 2, Resource 2: Health Center Board Roles (Activity Answers).” Be sure to modify the agenda to allow for the additional focus on an overview of board roles.</p> <p>The possible exercise in the notes on the prior slide could also fit after this slide.</p>

Slide
12

Individual Board Member – Legal Duties

- **Duty of Care**
 - Acting in good faith with the degree of diligence, care, and skill that prudent people would use in similar circumstances
- **Duty of Loyalty**
 - Acting in the best interests of the corporation and avoiding even the appearance of a conflict of interest
- **Duty of Obedience**
 - Ensuring that the corporation uses its resources to advance its purpose and goals, and that it complies with all appropriate laws

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Trainer Notes:

This content can be delivered in a way that incorporates an exercise. An approach follows.

Content Reference Notes:

In nonprofit corporation law, individual board members each have legal responsibilities, commonly described as the duties of care, loyalty, and obedience. These help promote trust. Each may be applied in a court of law or by the Internal Revenue Service to determine if an individual board member acted properly.

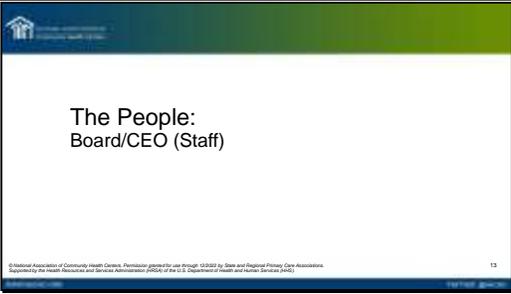
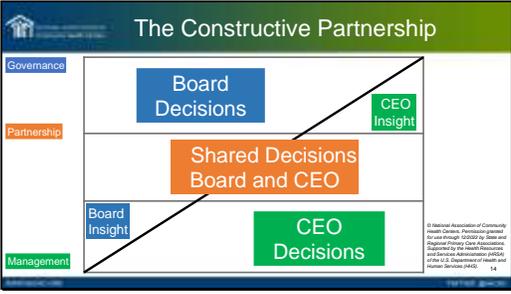
Duty of Care – When engaging in health center business, board members must use good judgment and a level of care that an “ordinary prudent person” would exercise in a similar situation under like circumstances.

Ask how they, as board members, fulfill this legal duty. (Take a few answers) They can do this by showing up, showing up prepared, and engaging. While this is simplistic, it drives home the point that they can’t exercise this duty without being present.

Duty of Loyalty – This prohibits board members from using their board positions to benefit themselves, their immediate family members, or their businesses. It requires that board members place the health center’s needs and interests above all else when making decisions on behalf of the health center.

Ask how they, as board members, fulfill this legal duty. (Take a few answers) Discuss conflict of interest forms, confidentiality, many voices in the board room, one voice outside, recusing oneself from conflicts, etc.

Duty of Obedience – This requires board members to be faithful to the health center’s mission; to follow all state, federal, and local laws; and to abide by board bylaws when representing the interests of the health center.

		<p><u>Ask</u> how they, as board members, fulfill this legal duty. (Take a few answers) Discuss the Form 990, local, state, and federal laws, the bylaws, etc.,</p> <p>In today’s context, it is important to acknowledge that the term “obedience” can have many negative connotations and on its surface this term may be confusing when used in relation to board member responsibilities. What is most important to underscore about the intent of this duty is that board members must ensure the organization follows its own mission, policies, priorities, as well as applicable laws.</p>
<p>Slide 13</p>	 <p>The People: Board/CEO (Staff)</p> <p><small>© National Association of Community Health Centers. Permission granted for use through ©2019 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	<p>Trainer Notes: This is a transition slide.</p>
<p>Slide 14</p>	 <p>The Constructive Partnership</p> <p>The diagram shows a 2x2 matrix with 'Governance' at the top and 'Management' at the bottom. The left column is labeled 'Partnership' and the right column is labeled 'Insight'. The top-left quadrant is 'Board Decisions' (blue box). The top-right quadrant is 'CEO Insight' (green box). The bottom-left quadrant is 'Board Insight' (blue box). The bottom-right quadrant is 'CEO Decisions' (green box). A central orange box labeled 'Shared Decisions Board and CEO' is positioned between the four quadrants. A diagonal line runs from the top-left to the bottom-right.</p> <p><small>© National Association of Community Health Centers. Permission granted for use through ©2019 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	<p>Trainer Notes: This slide will begin without visuals, just white space with a line through it. Governance will show at the top left on click, followed by Management at the bottom left, on click. Remind that Governance is the Oversight and Management is the Implementation.</p> <p>The top row of Board Decisions will show on click. Mention that we fully understand that the board “owns” the decisions at the governance level but they would be remiss if they didn’t consider the insight of the CEO since they are intimately involved with the organization on a daily basis.</p> <p>Next, the bottom row of CEO Decisions will show and you mention that we fully understand that the CEO owns the decisions at the management level but they, too, would be remiss not to consider the insight of the board.</p>

Lastly, the partnership Shared Decisions Board and CEO will show. Discuss what types of things require shared responsibility and how we go about determining how to work together. The next slide outlines the shared responsibilities. We hope to move people toward developing shared understandings of these roles.

A constructive partnership between the board and CEO is critical for good governance. There are a variety of areas that clearly fall into the realm of governance (board) and management (CEO) but there are also some areas of shared decision-making, and yet other areas where board or CEO insight can be helpful.

Slide 15

Shared Responsibility

Shared Responsibility for:

- Strategic planning
- Stewardship
- Fundraising
- Meeting preparation
- And more!

Trainer Notes:
 This can be delivered in an interactive way. Consider asking:

- Can you think of areas that are shared between the board and CEO?
- What does this look like in practice?
- How are new board members introduced to these nuances?

Training Variation
 Could also consider a “Strategy Café” approach (see Shared Governance Curriculum Training Guide, section III, part C for an overview).

Slide 16

	Board /Governance	CEO/Management
Strategic Direction	<ul style="list-style-type: none"> • Participates in establishing strategic plan • Approves strategic plan • Monitors progress of strategic plan • Engages in ongoing strategic thinking 	<ul style="list-style-type: none"> • Engages board, staff, and other stakeholders in developing strategic plan • Implements strategic plan with staff • Works with Board Chair to include strategic issues on board agendas
Oversight - Financial	<ul style="list-style-type: none"> • Approves budget • Monitors financials • Oversees audit • Approves certain policies 	<ul style="list-style-type: none"> • Prepares and proposes budget to board along with key financial staff • Manages programs in alignment with financial policies and budget guidelines
Oversight - Quality	<ul style="list-style-type: none"> • Establishes and revises quality assurance (QA) and quality improvement (QI) policies • Ensures follow-up taken regarding quality, patient grievances, etc. 	<ul style="list-style-type: none"> • Ensures staff manage the quality program
Policy	<ul style="list-style-type: none"> • Approves certain policies 	<ul style="list-style-type: none"> • Makes recommendations to board • Implements policies

Trainer Notes:
 The table provides an overview of governance vs management.

Possible Exercise
 See “Module 1, Resource 3 – Who Does What Cards.” Cut the cards up so participants can sort them. Hand participants a stack of cards. Ask them to sort them as Board Responsibility, CEO (Staff) responsibility, or Shared Responsibility. Conduct a debrief. [Note: if there are multiple groups working on this activity, you will need to print multiple copies of the cards].

Slide
17

Consideration of a Constructive Partnership

- What does the Board need and what should they expect from the CEO?
- What does the CEO need and what should they expect from the Board?

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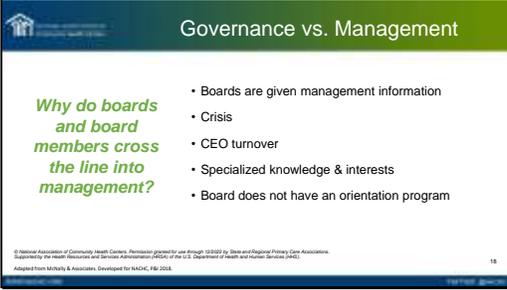
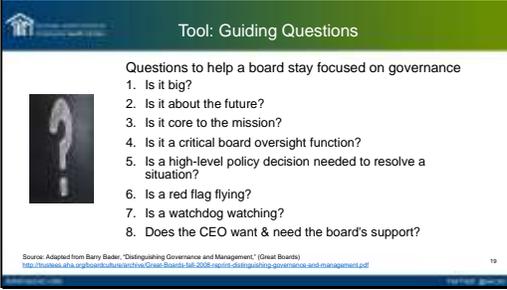
Trainer Notes:

Have participants discuss the questions in small groups or a large group. Trainer can fill in any content gaps.

Content Reference Notes:

Pillars of an effective board-CEO partnership often includes:

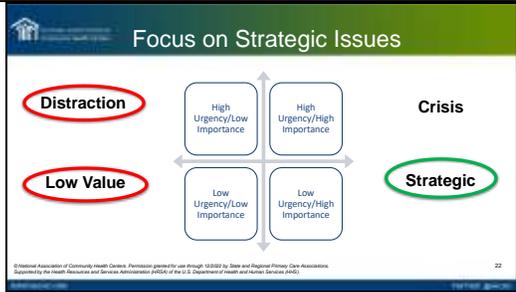
- **Role clarity** – It is important for the board and CEO to have the same understanding of their respective roles. Role descriptions for the board and CEO, along with periodic training, can help.
- **Shared expectations and accountability** – Ideally both the CEO and board have goals that are linked to the strategic plan. Additionally, it is good practice for a board to ensure processes are in place to assess both CEO performance as well as board performance.
- **Trust and respect** – It is important for the board and CEO to work on building trust, develop agreed upon expectations, and have an understanding that disagreements will be handled constructively.
- **Open communication** – It is important to ensure transparency in communication, and to be clear about priorities and concerns to avoid surprises.
- **Ability to navigate difficult moments** – Difficult moments will arise. Ensuring the board and CEO leverage existing agreements regarding expectations and follow board policies when navigating difficult situations can help.

<p>Slide 18</p>	 <p>Governance vs. Management</p> <p><i>Why do boards and board members cross the line into management?</i></p> <ul style="list-style-type: none"> • Boards are given management information • Crisis • CEO turnover • Specialized knowledge & interests • Board does not have an orientation program <p><small>© National Association of Community Health Centers. Permission granted for use through ©2009 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS). Adapted from McVary & Associates. Developed for NACHC, Feb 2016.</small></p>	<p>Trainer Notes: Consider asking various questions to initiate dialogue such as:</p> <ul style="list-style-type: none"> • What might cause boards and board members to cross the line into management? • How do boards need to govern differently depending upon the situation? For example, does a board operate differently when there is a new CEO being brought into the organization? How does it operate when there is a financial crisis? • What are the intentional practices to ensure that if the board steps in to help that it has a plan to step back out and govern from the appropriate level? <p>Content Reference Notes: At times, it is possible for well-meaning board members to get “into the weeds” of operational details (sometimes called “micromanagement”) creating frustration for the CEO and leaving “big picture” work unattended. The slide points to many reasons why this can happen. Generally, it is important to remember that effective boards do not meddle or “micromanage.” At times, such as in case of crisis or CEO termination a board may need to operate slightly differently in the short-term.</p>
<p>Slide 19</p>	 <p>Tool: Guiding Questions</p> <p>Questions to help a board stay focused on governance</p> <ol style="list-style-type: none"> 1. Is it big? 2. Is it about the future? 3. Is it core to the mission? 4. Is it a critical board oversight function? 5. Is a high-level policy decision needed to resolve a situation? 6. Is a red flag flying? 7. Is a watchdog watching? 8. Does the CEO want & need the board's support? <p><small>Source: Adapted from Barry Blader, "Distinguishing Governance and Management," (Great Boards) http://www.nachc.org/wordpress/wp-content/uploads/downloads/2016/06/nachc-report-distinguishing-governance-and-management.pdf</small></p>	<p>Trainer Notes: This can be shared as a resource.</p>

<p>Slide 20</p>		<p>Trainer Notes: This is a transition slide.</p>
<p>Slide 21</p>		<p>Trainer Note: Use this to convey the importance of effective board functioning.</p> <p>Content Reference Notes: The board is responsible for ensuring its own effective functioning – meaning it is important to have good practices in place for board meetings, board committees, as well as board culture.</p> <p>Board meetings are the means by which the board formally carries out its governance role. Of course, health center boards are required to meet monthly as a requirement in the authorizing legislation for the health center program and in the Health Center Program Compliance Manual. Boards are encouraged to ensure board meetings include enough time to provide oversight, focus on strategy, as well as provide board education and allow members to get to know one another. The monthly requirement doesn't mean each meeting needs to be the same – some boards carve out time for longer meetings quarterly and/or have an annual retreat as well.</p> <p>Well-functioning committees can support the overall effectiveness of the board. Boards may rely on committees to dig deeply into areas such as finance and quality – they can do the “heavy lifting” for the board’s work in specific areas. Standing committees focus on the ongoing work of the board and often include Audit, Finance, Governance (or equivalent), and Quality. Time-limited tasks can be assigned to Task Forces or Ad Hoc Committees.</p>

High-performing boards have healthy board cultures. Boards with healthy cultures are clear about board roles, have a balance of power between the board and CEO and between board members, stay focused on strategy, ensure strategic board composition, ensure a robust open exchange of ideas, are attentive to group dynamics, and focus on effective governance. Some boards have a Board Culture Statement that explicitly defines how it wants to operate. An example is available in the appendix of NACHC’s Governance Guide for Health Center Boards.

Slide 22

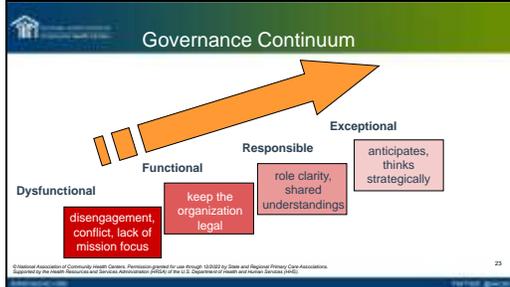


Trainer Notes:
Outline the slide content (see notes below). After, ask participants to consider their most recent board meeting – what percentage of their time was spent in the strategic area? What percentage of time was spent looking backward at things that have already occurred?

Content Reference Notes:
Many board meetings focus on the past, diminishing our ability to be strategic. If we can create an agenda that allows us to focus on issues of importance that are not highly urgent, we build a runway for success. It allows the board time to reflect and gather background and data to make informed decisions. The use of consent agenda or dashboards can help in this endeavor.

- Create time to consider:**
- How strategic are your meetings?
 - How do you ensure focus is on strategic issues?
 - How do you prepare for discussions?
 - How might you better engage board members?
 - Are there big issues the board should be considering?
 - How are you measuring the board’s work? Does the board have goals? Is it assessing its contributions in a regular board self-assessment. (A sample self-assessment can be found in the Appendix of NACHC’s Governance Guide for Health Center Boards).

Slide
23



Trainer Notes:

After teeing up the content, there are various options.

Exercise

Ask participants to consider where they would place this board on the governance continuum. Mention that this is a bit like the game Twister in that they can have a foot in one and a hand in the other. They can't, though, have a hand in exceptional and a foot in dysfunctional. Have them consider the rationale for their response and share both with a neighbor. Give them about 3 minutes to share this.

Bring it back to the whole group for discussion.

Alternative exercise

Consider teeing up a "Learning Station" (see "Module 1, Resource 4 – Sample Learning Station").

Content Reference Notes:

As Cyril Houle said, "A good board is a victory, not a gift." Great governance doesn't just happen by accident. It takes the right people making the right decisions which takes a serious level of engagement. As you can see from this chart, boards should strive to move from unconscious or "dysfunctional" governance to enlightened and "exceptional" governance.

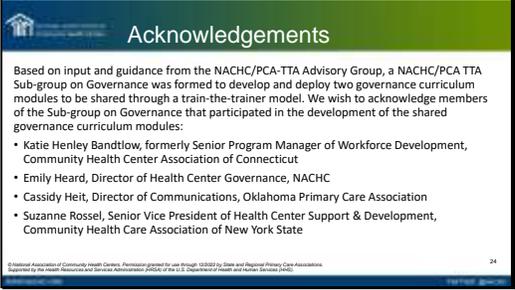
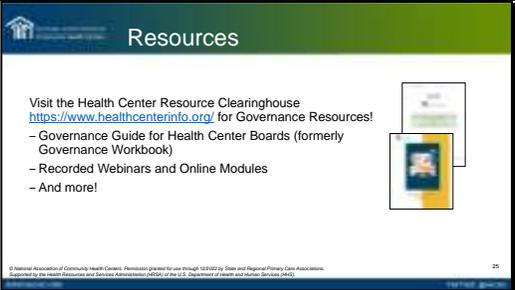
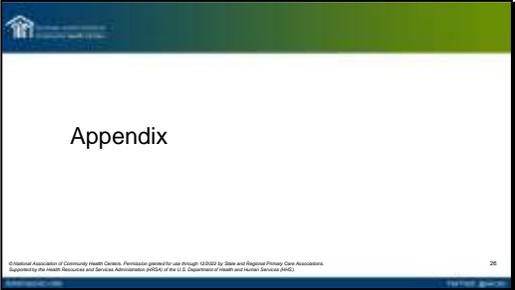
Explain these board levels of functioning in your own words. Or, use the outline below.

1. All too often we see dysfunctional boards. They usually take one of two forms: there's either dramatic disengagement and apathy, or there's intense conflict.

- Dysfunctional boards rarely get a quorum
- People don't show up to meetings
- Decisions are rarely made and to make matters worse, sometimes there's conflict and significant personality clashes.

While these boards are more common than we would like, they are not the most common type of board...those are the functional boards.

		<p>2. Functional Boards:</p> <ul style="list-style-type: none">• Manage to meet and have some discussion at the board table, but there's little value added• Meet simply to do business as usual with their "decisions" tending to revolve around the approval of minutes and to be comprised substantially of committee reports. <p>3. Responsible boards are trying to do the right things: they get quorums at their meetings; they're meeting all the state and federal regulations; the organization is maintaining – no crises but no real opportunities either. In other words, they are not exceptional.</p> <p>4. The exceptional board adds significant value. The real difference between responsible and exceptional lies in thoughtfulness and intentionality, action and engagement, knowledge and communication. It's about much more than maintaining, it's anticipating, planning, seeing opportunities – others come to them with opportunities – they're engaged and thinking strategically and creatively – and when crises come up, which they inevitably do, they rise to the occasion and make good decisions.</p> <p>Not many boards ever reach this level and stay there consistently, but some boards have committed themselves and resources to develop the skills and fortitude to reach and maintain this level. But it takes more than just a commitment to an organization's mission to become an exceptional board member. You need to be so passionate about the mission that you are eager to use your connections, resources and professional skills to enrich the organization.</p>
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<p>Slide 24</p>	 <p>Acknowledgements</p> <p>Based on input and guidance from the NACHC/PCA-TTA Advisory Group, a NACHC/PCA TTA Sub-group on Governance was formed to develop and deploy two governance curriculum modules to be shared through a train-the-trainer model. We wish to acknowledge members of the Sub-group on Governance that participated in the development of the shared governance curriculum modules:</p> <ul style="list-style-type: none"> • Katie Henley Bandtlow, formerly Senior Program Manager of Workforce Development, Community Health Center Association of Connecticut • Emily Heard, Director of Health Center Governance, NACHC • Cassidy Heit, Director of Communications, Oklahoma Primary Care Association • Suzanne Rossel, Senior Vice President of Health Center Support & Development, Community Health Care Association of New York State <p><small>© National Association of Community Health Centers. Permission granted for use through 12/30/21 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	
<p>Slide 25</p>	 <p>Resources</p> <p>Visit the Health Center Resource Clearinghouse https://www.healthcenterinfo.org/ for Governance Resources!</p> <ul style="list-style-type: none"> – Governance Guide for Health Center Boards (formerly Governance Workbook) – Recorded Webinars and Online Modules – And more! <p><small>© National Association of Community Health Centers. Permission granted for use through 12/30/21 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	
<p>Slide 26</p>	 <p>Appendix</p> <p><small>© National Association of Community Health Centers. Permission granted for use through 12/30/21 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	<p>Trainer Notes: The Appendix contains additional slides that trainers can refer to if they want to have deeper conversation about specific board roles. Combine this with spending more time on Module 1, Resource 1 – Health Center Board Roles (Activity) and Module 1, Resource 2 – Health Center Board Roles (Answer Activities).</p>
<p>Slide 27</p>	 <p>Strategic Planning & Thinking</p> <ul style="list-style-type: none"> • Approve the mission, vision, values and use to guide decision-making • Ensure a community needs assessment informs strategic planning • Engage in strategic planning along with the CEO and staff • Approve and provide oversight of the strategic plan • Engage in ongoing strategic thinking in partnership with the CEO <p><small>© National Association of Community Health Centers. Permission granted for use through 12/30/21 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	

<p>Slide 28</p>	<p>Strategic Planning & Thinking (cont'd)</p> <ul style="list-style-type: none"> Requirements in the <i>Health Center Program Compliance Manual</i> that apply: <ul style="list-style-type: none"> Chapter 3: Needs Assessment Chapter 19: Board Authority <p>See Chapter 19 and Chapter 3 of the Health Center Program Compliance Manual for more details https://hchc.nacchc.org/program-compliance-manual/introduction.html</p> <p><small>© National Association of Community Health Centers. Permission granted for use through 12/30/20 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	
<p>Slide 29</p>	<p>Board Composition</p> <p>Identify Board Composition Needs → Build Pipeline/Recruit Candidates → Vet Candidates → Orient, Educate, and Engage Members → Rotate Members</p> <p><small>© National Association of Community Health Centers. Permission granted for use through 12/30/20 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	
<p>Slide 30</p>	<p>Board Composition (cont'd)</p> <ul style="list-style-type: none"> Requirements in the <i>Health Center Program Compliance Manual</i> that apply: <ul style="list-style-type: none"> Chapter 20: Board Composition <p>See Chapter 20 of the Health Center Program Compliance Manual for more details https://hchc.nacchc.org/program-compliance-manual/chapter-20.html#top</p> <p><small>© National Association of Community Health Centers. Permission granted for use through 12/30/20 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	
<p>Slide 31</p>	<p>Oversight</p> <p>Finance, Quality, Corporate Compliance, Risk Management, Health Center Program Compliance</p> <p><small>© National Association of Community Health Centers. Permission granted for use through 12/30/20 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	

<p>Slide 32</p>	<p>Oversight (cont'd)</p> <ul style="list-style-type: none"> Requirements that apply from the HRSA Health Center Program Compliance Manual and other sources: <ul style="list-style-type: none"> Finance <ul style="list-style-type: none"> Chapter 19: Board Authority Chapter 9: Sliding Fee Discount Program Chapter 16: Billing and Collections Chapter 17: Budget Quality <ul style="list-style-type: none"> Chapter 19: Board Authority Chapter 10: Quality Improvement/Assurance <p><small>See the Health Center Program Compliance Manual for more details: https://hcfpc.org/programrequirements/compliancemanualrevision.htm</small></p> <p><small>© National Association of Community Health Centers. Permission granted for use through 10/30/21 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	
<p>Slide 33</p>	<p>Oversight (cont'd)</p> <ul style="list-style-type: none"> Corporate Compliance <ul style="list-style-type: none"> OIG Compliance Program for Individual and Small Group Physician Practices (65 Fed. Reg. 59434 et. seq., October 5, 2000) Risk Management <ul style="list-style-type: none"> Chapter 21: Federal Tort Claims Act (FTCA) Deeming Requirements (Health Center Program Compliance Manual) PAL 2019-02 Year 2020 Requirements for Federal Tort Claims Act (FTCA) Coverage for Health Centers and their Covered Individuals https://hcfpc.org/requirements/individual-physician-coverage-pal-2019-02.pdf Health Center Program Compliance <ul style="list-style-type: none"> HRSA Health Center Program Compliance Manual and Site Visit Protocol <p><small>© National Association of Community Health Centers. Permission granted for use through 10/30/21 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	
<p>Slide 34</p>	<p>Select, Support, Evaluate, and Partner with the CEO</p> <ul style="list-style-type: none"> Hire the Chief Executive Officer (CEO) Ensure the CEO has clear goals Evaluate the CEO's performance Have a succession plan Establish CEO compensation based on comparable market data <p><small>© National Association of Community Health Centers. Permission granted for use through 10/30/21 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	
<p>Slide 35</p>	<p>Select, Support, Evaluate, and Partner with the CEO (cont'd)</p> <ul style="list-style-type: none"> Requirements in the <i>Health Center Program Compliance Manual</i> that apply: <ul style="list-style-type: none"> Chapter 11: Key Management Staff Chapter 19: Board Authority <p><small>See Chapter 19 and Chapter 11 of the Health Center Program Compliance Manual for more details: https://hcfpc.org/programrequirements/compliancemanualrevision.htm</small></p> <p><small>© National Association of Community Health Centers. Permission granted for use through 10/30/21 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	

<p>Slide 36</p>	<p>Policies</p> <ul style="list-style-type: none"> • Approve, ensure compliance with, and periodically review/update the bylaws and key policies • Requirements in the <i>Health Center Program Compliance Manual</i> <ul style="list-style-type: none"> – Chapter 19: Board Authority – Chapter 20: Board Composition – Chapter 9: Sliding Fee Discount Program – Chapter 10: Quality Improvement/Assurance – Chapter 13: Conflicts of Interest – Chapter 16: Billing and Collections  <p><small>© National Association of Community Health Centers. Permission granted for use through 12/30/2019 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	
<p>Slide 37</p>	<p>Ensure Resources</p> <ul style="list-style-type: none"> • Ensure the health center has the financial resources it needs <ul style="list-style-type: none"> – Engage in fundraising (if conducted by health center) • Leverage the community voice, appropriate advocacy in coordination with staff <ul style="list-style-type: none"> – See http://www.hcadvocacy.org/boardresources for more on advocacy • Approve major partnership activities <p><small>© National Association of Community Health Centers. Permission granted for use through 12/30/2019 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	
<p>Slide 38</p>	<p>Board Functioning</p>  <p><small>© National Association of Community Health Centers. Permission granted for use through 12/30/2019 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	
<p>Slide 39</p>	<p>Board Functioning (cont'd)</p> <ul style="list-style-type: none"> • Requirements in the <i>Health Center Program Compliance Manual</i> that apply: <ul style="list-style-type: none"> – Chapter 19: Board Authority  <p><small>See Chapter 19 of the Health Center Program Compliance Manual for more details https://pchs.hrsa.gov/programrequirements/compliancemanualintroduction.html</small></p> <p><small>© National Association of Community Health Centers. Permission granted for use through 12/30/2019 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	

Module 1, Resource 1 – Health Center Board Roles (Activity)

Role	What are the responsibilities of the board?	What unique requirements must a health center board fulfill related to this role?
Strategic Planning & Thinking		
Strategic Board Composition		
Oversight		

Role	What are the responsibilities of the board?	What unique requirements must a health center board fulfill related to this role?
CEO Oversight & Partnership		
Approving Policies		
Ensuring Resources		
Effective Board Functioning		

Module 1, Resource 2 – Health Center Board Roles (Activity Answers)

Role	What are the responsibilities of the board?	What unique requirements must a health center board fulfill related to this role?
Strategic Planning & Thinking	<ul style="list-style-type: none"> • Approve the mission, vision, values and use these statements to guide decision-making • Ensure a community needs assessment informs strategic planning • Engage in strategic planning along with the CEO and staff • Approve and provide oversight of the strategic plan • Engage in ongoing strategic thinking in partnership with the CEO 	<ul style="list-style-type: none"> • View and adhere to requirements in the Health Center Program Compliance Manual that apply – for example: <ul style="list-style-type: none"> – Chapter 3: Needs Assessment <ul style="list-style-type: none"> ▪ Health Center undertakes a community needs assessment at least once every three years – Chapter 19: Board Authority <ul style="list-style-type: none"> ▪ Board authority for conducting long-range/strategic planning at least once every three years, which at a minimum addresses financial management and capital expenditure needs
Strategic Board Composition	<ul style="list-style-type: none"> • Ensure that board composition and recruitment is an ongoing focus • Consider establishing a committee to lead the work of recruiting and vetting candidates, orienting new members, ongoing board education and assessment • Vote on slate of candidates (often recommended by the Governance Committee or an equivalent committee) • Decide on the board’s approach to rotation and renewal 	<ul style="list-style-type: none"> • View and adhere to requirements in the Health Center Program Compliance Manual that apply: <ul style="list-style-type: none"> – Chapter 20: Board Composition – for example: <ul style="list-style-type: none"> ▪ 9 to 25 members ▪ At least 51% patient majority, represent patients served by the center in terms of various demographic factors, etc. ▪ Non-patient board members are representative of the community served and selected for relevant expertise/skills ▪ No more than half of the non-patient board members derive more than 10% of their annual income from the health care industry ▪ Representatives from special population(s) on board if center receives special populations funding ▪ Health center employees and immediate family members may not serve on the board

Role	What are the responsibilities of the board?	What unique requirements must a health center board fulfill related to this role?
Oversight	<p>Finance</p> <ul style="list-style-type: none"> • Review and approve budget • Review financial statements regularly, monitor financial status of health center • Ensure financial controls are in place • Review audit, meet in executive session with the auditor, ensure appropriate follow-up • Approve policies and review or update (at least every 3 years) policies that support financial management and accounting systems, billing and collections, partial payment • Adopt a three-year plan for financial management and capital expenditures connected to the long-range plan 	<p>Finance</p> <ul style="list-style-type: none"> • View and adhere to requirements in the Health Center Program Compliance Manual that apply – for example: <ul style="list-style-type: none"> – Chapter 19: Board Authority <ul style="list-style-type: none"> ▪ Role in budget approval, monitoring health center financial performance, reviewing the audit, etc. ▪ Specifies various policies to adopt, evaluate, approve periodically – e.g., Sliding Fee Discount Program, Billing and Collections, financial management and accounting systems ▪ Additional details can be found in: <ul style="list-style-type: none"> – Chapter 9: Sliding Fee Discount Program – Chapter 16: Billing and Collections – Chapter 17: Budget
	<p>Quality</p> <ul style="list-style-type: none"> • Set tone • Ensure sufficient resources • Establish and revise quality assurance (QA) and quality improvement (QI) policies (e.g., patient satisfaction, patient grievance, patient safety) • Review measures and ask questions at board meetings • Ensure follow-up taken regarding quality, patient grievances, etc. and reflect in board meeting minutes 	<p>Quality</p> <ul style="list-style-type: none"> • View and adhere to requirements in the Health Center Program Compliance Manual that apply – for example: <ul style="list-style-type: none"> – Chapter 19: Board Authority <ul style="list-style-type: none"> ▪ Evaluate performance based on QA/QI and ensure follow-up action taken regarding various items (e.g., quality of care, patient satisfaction) ▪ Adopt, evaluate, and update various QA/QI policies ▪ Additional details can be found in: <ul style="list-style-type: none"> – Chapter 10: Quality Improvement/Assurance
	<p>Risk Management</p> <ul style="list-style-type: none"> • Review and approve the center’s risk management program • Assure effective communication by establishing a system for staff (a designated point person – the “Risk Manager”) to report to the board about the risk management program and progress for improvement 	<p>Risk Management</p> <ul style="list-style-type: none"> • View and adhere to requirements in the Health Center Program Compliance Manual that apply – for example: <ul style="list-style-type: none"> – Chapter 21: Federal Tort Claims Act (FTCA) Deeming Requirements (Health Center Program Compliance Manual) • See PAL 2019-02 Year 2020 Requirements for Federal Tort Claims Act (FTCA) Coverage for Health Centers and their Covered Individuals (and subsequent updates)

Role	What are the responsibilities of the board?	What unique requirements must a health center board fulfill related to this role?
	<p>and for the board to communicate with the CEO about key expectations</p> <ul style="list-style-type: none"> • If FTCA deemed, ensure compliance with requirements for the deeming application, requirements associated with the Operational Site Visit, and, as appropriate, with the requirements of the FTCA Site Visit Protocol 	
	<p>Corporate Compliance</p> <ul style="list-style-type: none"> • Board provides oversight of the Corporate Compliance Program 	<p>Corporate Compliance</p> <ul style="list-style-type: none"> • See OIG Compliance Program for Individual and Small Group Physician Practices (65 Fed. Reg. 59434 et. seq., October 5, 2000)
	<p>Health Center Program Compliance</p> <ul style="list-style-type: none"> • Board has responsibility for oversight of the Health Center Program project 	<p>Health Center Program Compliance</p> <ul style="list-style-type: none"> • Ensure familiarity with and adherence to HRSA Health Center Program Compliance Manual and Site Visit Protocol
CEO Oversight & Partnership	<ul style="list-style-type: none"> • Hire the Chief Executive Officer (CEO) • Ensure the CEO has clear goals • Evaluate the CEO’s performance • Have a CEO succession plan • Establish CEO compensation based on comparable market data 	<ul style="list-style-type: none"> • View and adhere to requirements in the <i>Health Center Program Compliance Manual</i> that apply – for example: <ul style="list-style-type: none"> – Chapter 11: Key Management Staff <ul style="list-style-type: none"> ▪ Specifies that the CEO reports to the board and other relevant processes to be in place – Chapter 19: Board Authority <ul style="list-style-type: none"> ▪ Approves the selection (and termination or dismissal, as appropriate) of the CEO
Approving Policies	<ul style="list-style-type: none"> • Approve, periodically review and ensure compliance with the bylaws • Ensure bylaws are periodically reviewed by legal counsel • Approve appropriate policies including <ul style="list-style-type: none"> – Board-specific items – Conflict of interest policies – Whistleblower policies – Others required by federal and state law, as well as the Health Center Program Compliance Manual 	<ul style="list-style-type: none"> • View and adhere to requirements in the <i>Health Center Program Compliance Manual</i> that apply – for example: <ul style="list-style-type: none"> – Chapter 13: Conflicts of Interest – Chapter 19: Board Authority – Chapter 20: Board Composition – Chapters 19 and 20 also link to various other chapters which provide additional details on certain policies including: <ul style="list-style-type: none"> ▪ Chapter 9: Sliding Fee Discount Program, ▪ Chapter 10: Quality Improvement/Assurance, and ▪ Chapter 16: Billing and Collections

Role	What are the responsibilities of the board?	What unique requirements must a health center board fulfill related to this role?
Ensuring Resources	<ul style="list-style-type: none"> • Ensure the health center has the financial resources it needs – e.g., by considering engaging in fundraising (if conducted by health center) • Leverage the community voice, appropriate advocacy in coordination with staff • Approve major partnership activities 	<ul style="list-style-type: none"> • View and adhere to requirements in the <i>Health Center Program Compliance Manual</i> that apply: <ul style="list-style-type: none"> – Chapter 14: Collaborative Relationships includes requirements for partnerships – Chapter 19: Board Authority and Chapter 20: Board Composition include limitations on third-party or partner involvement in selecting board members and exercising authorities of the health center board
Effective Board Functioning	<ul style="list-style-type: none"> • Ensure board has effective meetings • Ensure effective committee structure in place • Defines and ensures a healthy board culture 	<ul style="list-style-type: none"> • View and adhere to requirements in the <i>Health Center Program Compliance Manual</i> that apply: <ul style="list-style-type: none"> – Chapter 19: Board Authority – for example: <ul style="list-style-type: none"> ▪ Monthly meetings ▪ Capturing actions in board minutes

Key Resources:

Health Center Program Compliance Manual <https://bphc.hrsa.gov/programrequirements/compliancemanual/index.html>

Health Center Program Site Visit Protocol <https://bphc.hrsa.gov/programrequirements/svprotocol.html>

For additional discussion of Board Roles, please see NACHC’s *Governance Guide for Health Center Boards* available through the Health Center Resource Clearinghouse (<https://www.healthcenterinfo.org/>)

Module 1, Resource 3 – Who Does What “Cards”
(Sorting Exercise – sample cards)

1. Provides input on the strategic plan	2. Ensures the strategic plan is implemented
3. Approves the strategic plan	4. Uses the community needs assessment to inform strategy and policy
5. Votes on a slate of board member candidates	6. Orients new board members
7. Decides what types of members to recruit to the board	8. Prepares for board meetings
9. Prepares the budget	10. Approves the budget

<p>11. Manages the health center in alignment with financial policies and budget guidelines</p>	<p>12. Monitors financials</p>
<p>13. Approves the audit</p>	<p>14. Approve policies that support financial management and accounting systems</p>
<p>15. Implements financial policies</p>	<p>16. Manages the quality program</p>
<p>17. Approves quality assurance and quality improvement policies</p>	<p>18. Monitors quality and safety indicators</p>
<p>19. Familiar with the Health Resources and Services Administration (HRSA) Health Center Program Compliance Manual</p>	<p>20. Prepares for the HRSA Operational Site Visit (OSV) when appropriate</p>

<p>21. Review and approve the health center's risk management program</p>	<p>22. Manage risk on a daily basis</p>
<p>23. Hears reports from the Compliance Officer</p>	<p>24. Ensures a corporate compliance program is in place</p>
<p>25. Approves policies</p>	<p>26. Implements policies</p>
<p>27. Operates in alignment with the health center's bylaws</p>	<p>28. Evaluates the CEO</p>
<p>29. Establishes the CEO's compensation</p>	<p>30. Hires the CEO</p>

Module 1, Resource 4 – Learning Station

Learning Station
Topic: Board Roles and Responsibilities

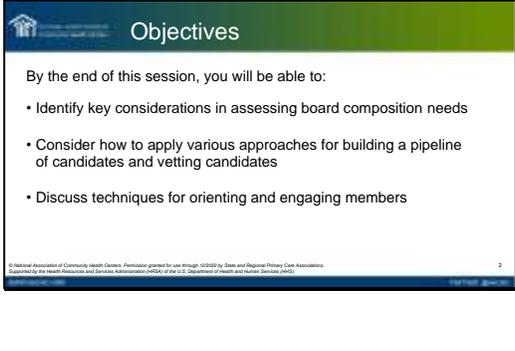
Idea 1. An Idea I want our board to incorporate.

Idea 2. An Idea I want our board to incorporate.

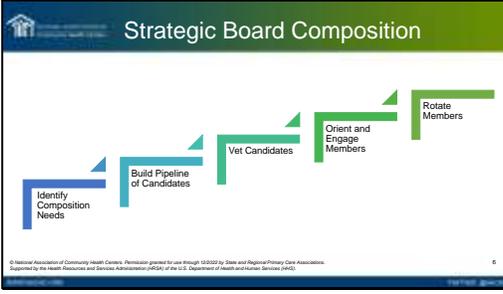
What to Keep: Things we do well as a board.

What to Change: Things I would like our board to improve.

Module 2: Strategic Board Composition and Recruitment – PowerPoint Notes View

<p>Slide 1</p>		<p>Note: The PowerPoint for this curriculum module includes:</p> <ul style="list-style-type: none"> • Trainer Notes, which provide suggestions on training delivery and/or agenda variations. • Content Reference Notes, which provide some sample notes for ease of reference on the topic covered by the slide. <p>Trainer Notes: Please refer to the “Shared Governance Curriculum Training Guide” for a sample agenda and possible agenda variations.</p>
<p>Slide 2</p>		<p>Trainer Notes: Present an overview of the module and objectives. If you modify course content, update the objectives as appropriate.</p>
<p>Slide 3</p>		<p>Trainer Notes: Select a short exercise to open the module. If working with a single board or conducting training for a small group of board members, introductions can be done as a full group - examples include:</p> <ul style="list-style-type: none"> • Your name, where you live • One sentence as to why you choose to serve on the board • One important skill or perspective you bring to the board <p>If you are training a larger group, consider having introductions take place in small groups and then having some participants share one item they discussed in their group.</p> <p>Also, see the “Shared Governance Curriculum Training Guide,” Part III, section A on “Opening/Starting a Training” for additional suggestions and techniques for opening a training.</p>

<p>Slide 4</p>		<p>Content Reference Notes:</p> <p>This module focuses on one of a health center board’s key roles, ensuring its own strategic board composition. The content will address the Health Resources and Services Administration (HRSA) Health Center Program Compliance Manual requirements related to board composition but will focus primarily on good governance practice related to board composition and recruitment.</p>
<p>Slide 5</p>		<p>Trainer Notes:</p> <p>Can ask: What role does the board, Governance Committee (or equivalent), and CEO play related to board composition? How many have a Governance Committee or something similar? What is its role?</p> <p>Content Reference Notes:</p> <p>The full board</p> <ul style="list-style-type: none"> • Ensures that board composition and succession is an ongoing focus • Considers establishing a committee to lead the work • Votes on slate of candidates (often recommended by the Governance Committee) • Decides on the board’s approach to rotation and renewal <p>Governance Committee (or equivalent; this type of committee is recommended, but not required)</p> <ul style="list-style-type: none"> • Assess board composition needs with board input • Identify, recruit, and vet possible members • Organize board member orientation and board mentoring programs • Facilitate the board self-assessment process • Collaborate with the CEO and board chair on ongoing board education aimed at strengthening the board • Focus on developing a pipeline of board officers and committee chairs • Present a slate of new members and board officers to the board for vote when needed and required by the bylaws

		<p>CEO</p> <ul style="list-style-type: none"> • Partner with the board in providing critical input and support throughout the board recruitment, orientation, and succession processes • Provide input on board recruitment • Participate in conversations with prospective members • Play key role in new member orientation • Assign other staff leaders to work closely with the Governance Committee • May serve as an ex-officio non-voting member of the board
<p>Slide 6</p>	 <p>The slide titled "Strategic Board Composition" features a five-step process flowchart. The steps are: 1. Identify Composition Needs, 2. Build Pipeline of Candidates, 3. Vet Candidates, 4. Orient and Engage Members, and 5. Rotate Members. Each step is represented by a blue arrow pointing to the right, with the text of the step placed above the arrow. The slide also includes a small logo in the top left and a copyright notice at the bottom.</p>	<p>Content Reference Notes: There are various steps involved related to board composition that will be explored.</p>
<p>Slide 7</p>	 <p>Slide 7 contains four distinct images arranged in a 2x2 grid. Top-left: A person in a field looking towards the camera. Top-right: A group of people standing together, some with their arms raised. Bottom-left: A network diagram with a central node and several surrounding nodes connected by lines. Bottom-right: A globe with the word "MEMBERS" overlaid in blue capital letters. The slide includes a logo in the top left and a copyright notice at the bottom.</p>	<p>Trainer Notes and Content Reference Notes: This slide captures the various components of ensuring strategic board composition graphically.</p> <p>Top Right Picture: Determine the skills/qualities/demographics you need and select accordingly.</p> <p>Top left picture: Where do we look for board candidates? People who are served by your center. Ask people in leadership roles (government, higher education, business,...) who they might recommend as an emerging leader who would benefit from serving your organization.</p> <p>Bottom Left: Ensure a solid orientation – to the organization and to the board and the way it operates. This orientation would be a shared responsibility of the board and staff.</p>

		<p>Bottom right: Mentoring – Governance Committee would identify current board members who display the type of service that you would want others to emulate. Slide 17 goes into detail on this.</p>
<p>Slide 8</p>	 <p>Health Center Program Requirements</p> <ul style="list-style-type: none"> • Requirements in the <i>Health Center Program Compliance Manual</i> that apply: <ul style="list-style-type: none"> – Chapter 20: Board Composition <p>See Chapter 20 of the Health Center Program Compliance Manual for more details. https://www.nachc.org/programs/health-center-program-compliance-manual/chapter-20-board-composition</p> <p><small>© National Association of Community Health Centers. Permission granted for use through 12/31/20 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	<p>Trainer Notes: Can ask participants to name the requirements and then fill in the details.</p> <p>Content Reference Notes: Health Center boards must comply with the Board Composition requirements outlined in Chapter 20 in the Health Center Program Compliance Manual. Health centers need to fulfill these requirements but should also go beyond simple compliance and focus on good practice. The requirements include:</p> <ul style="list-style-type: none"> • Boards can range in size from 9 to 25 members • At least 51% must be patients served by the health center who reflect the demographic factors of the individuals served by the center • Other members must be representatives of the community selected for their expertise in relevant areas such as finance, legal affairs, health care, among others • No more than half of the non-patient board members can derive 10% of their annual income from the health care industry • CEO may be non-voting ex-officio board member • Board members may not be health center employees or the spouse or child, parent, brother or sister by blood or marriage of such an employee • If a health center receives an award under one or more of the special populations section 330 subparts, such populations should also have representation on the board <p>See the Health Center Program Compliance Manual for the full list and precise wording.</p>

Slide 9

Identify Composition Needs

- Determine:
 - Range vs specific number
 - Size
- Assess and identify future board composition needs based on items such as:
 - Health Center Program Requirements
 - Health Center Strategic Plan
 - Community Needs
 - Health Care Landscape

Sample Board Matrix

Board Member	1	2	3
Consumer			
Community Member			
Representative of special population			
Expertise			
Demographics			
Connections			
Term (1*2*)			

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Trainer Notes:

Can ask questions as deliver content (e.g., board size by range, how many use a board matrix, etc.). What size best serves your center and why? What factors does your board consider when thinking about its future composition?

Content Reference Notes:

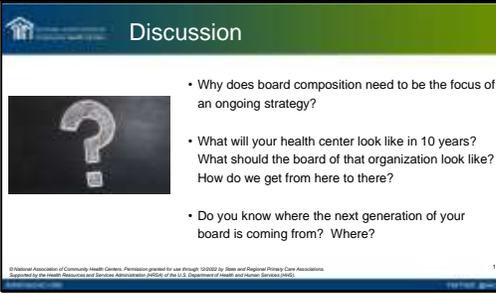
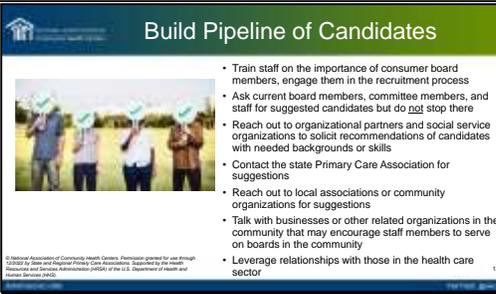
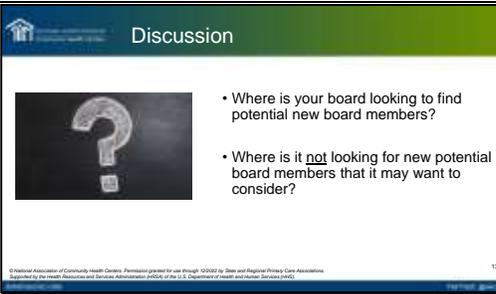
Health center boards have the ability to define if they have a specific number or a range of members; having a range offers more flexibility.

Size can be between 9 and 25, research suggests “smaller” boards are more effective.

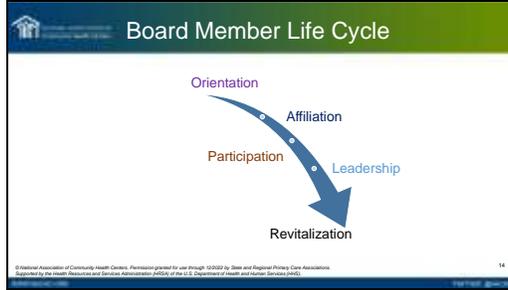
Ideally a board considers various components in determining future board composition needs:

- Health Center Program Requirements – Are we meeting the board composition requirements?
- Planned and/or Anticipated Rotation – What members are slated to rotate off the board? What gaps might this create on the board?
- Health Center Strategic Plan – What types of new or different expertise or connections in the community may be helpful to have on the board given items in the health center’s strategic plan?
- Changing Community Needs – What changes or shifts are occurring in the community? What new or different types of community perspectives may be helpful to the board?
- Other Demographics and Diversity – What type of demographics and diversity should we consider?
- Health Care Landscape – The health care landscape is constantly evolving. What type of expertise might be helpful to the board (keeping in mind limits on % of members that can earn a portion of their personal income from the “health care industry”)?
- Needed Expertise –Is any particular expertise needed or is the board

		<p>anticipating a member to rotate off who brings important expertise?</p> <ul style="list-style-type: none"> • Needed “Soft Skills” – Increasingly, boards are looking for members who can think strategically and, in the health care sector, members who are comfortable with ambiguity and making decisions at times with incomplete information given the pace of change in the sector <p>Many boards utilize a grid – often called a matrix – that helps them keep track of current members, member terms, member type (e.g., patient or community member), the professional backgrounds of members, patient demographics or other demographics desired by the board, connections members may have, along with leadership skills needed on the board. Looking at current composition, anticipated rotation, and considering future needs helps define board recruitment priorities. However, it is important that the matrix not become a static document but rather that the Governance Committee (or equivalent committee) – with board input – periodically update this tool based on the changing healthcare environment and changes in the community, as well as the health center’s strategic plan. Sample matrix is available in the Governance Guide for Health Center Boards from NACHC.</p>
Slide 10		<p>Trainer Notes: There are two images on this slide. The first is meant to lightly introduce that sometimes boards are unrealistic in their expectations and the second to underscore that different approaches are important.</p> <p>Content Reference Notes: It is important that we think about where the next generation of board members will come from. We should be willing to accept onto the board people who do not have experience with governance. We need to understand that we have a responsibility to train and educate new board members about the role of governance in our organization. We can’t expect any new member of any age to understand the complexities and</p>

		<p>nuances of the Community Health Center requirements. Therefore, age should not be a limiting factor. We do, though, need to consider the timing of meetings and the tools that we are using to share information with board members.</p>
<p>Slide 11</p>	 <p>Discussion</p> <ul style="list-style-type: none"> • Why does board composition need to be the focus of an ongoing strategy? • What will your health center look like in 10 years? What should the board of that organization look like? How do we get from here to there? • Do you know where the next generation of your board is coming from? Where? 	<p>Trainer Notes: On the slide are various questions that can be teed up for small group discussion.</p>
<p>Slide 12</p>	 <p>Build Pipeline of Candidates</p> <ul style="list-style-type: none"> • Train staff on the importance of consumer board members, engage them in the recruitment process • Ask current board members, committee members, and staff for suggested candidates but do <u>not</u> stop there • Reach out to organizational partners and social service organizations to solicit recommendations of candidates with needed backgrounds or skills • Contact the state Primary Care Association for suggestions • Reach out to local associations or community organizations for suggestions • Talk with businesses or other related organizations in the community that may encourage staff members to serve on boards in the community • Leverage relationships with those in the health care sector 	<p>Trainer Notes: Consider asking for ideas on where to find board members or outline some options based on the slide content.</p>
<p>Slide 13</p>	 <p>Discussion</p> <ul style="list-style-type: none"> • Where is your board looking to find potential new board members? • Where is it <u>not</u> looking for new potential board members that it may want to consider? 	<p>Trainer Notes: Can tee these questions up for discussion.</p>

Slide 14



Trainer Notes:

Introduce the concepts (notes below). Ask participants which of the 5 they think is most critical to engagement and commitment and then guide them to understanding the role of Affiliation.

Content Reference Notes:

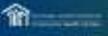
When we think about successful, engaged board members, we consider it through the lens of a life cycle. It includes the following 5 components:

- Orientation – providing key information to get a new board member off to a good start
- Affiliation – connecting with the organization
- Participation – Serving on committees, volunteering for tasks, engaging at board meetings
- Leadership – serving in leadership roles (committees, task forces or officer)
- Revitalization – ensuring the continuity of leadership as you roll off board and allow others to lead

We recognize that getting board members to feel an affiliation to the organization is the key for the greatest engagement. You can have a great orientation but still not feel connected to the organization. You can serve on committees or in leadership roles because it will advance your career but it doesn't mean you are connected to the mission. Affiliation can actually start during the vetting process.

Keep importance of affiliation in mind as part of the identification and other steps involved.

Slide 15

 **Vet Candidates**

- Find the right fit
 - Conversations with Candidates
 - Talk about board responsibilities
- Background checks



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Trainer Notes:

Various possible content points are below.

Content Reference Notes:

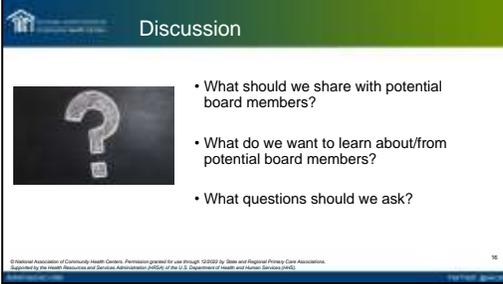
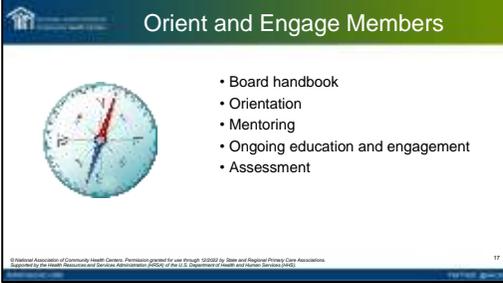
It's important to find the right fit

- What is the person's connection to the mission? (Affiliation)
- Consider both technical skills and expertise and soft skills/qualities.
- Is this person a team player?
- Are they willing to ask discerning questions?
- How do they respond if their idea isn't selected (for example, ask them to describe a time their idea wasn't selected and how they responded...).
- Ensure that you do not "minimize" recruitment. Be very clear about the roles and responsibilities/time commitment...
- Outline why they are being invited to serve and what you believe they can bring to the board.
- Remember affiliation is key even during the recruitment phase

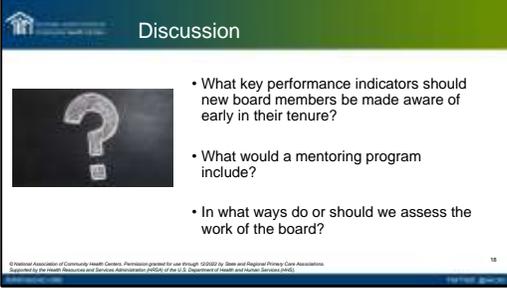
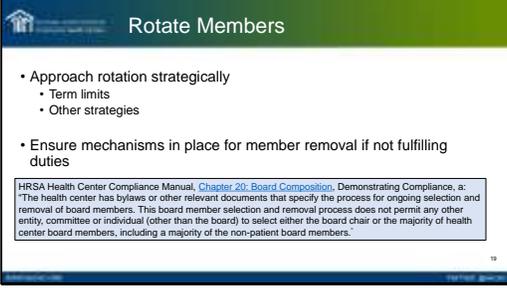
Board Member Background Checks are also important. While it may be an uncomfortable topic, it is a good practice for the board to have a policy in place that addresses background checks for board members. These can be conducted prior to inviting an individual to formally join the board and periodically throughout a member's service.

As part of this policy, it is important a board require checking members against the Office of the Inspector General's exclusion list – which lists individuals and entities excluded from Federally funded health care programs for various reasons such as a conviction for Medicaid or Medicare fraud – so as not to put the center's federal award at risk. Some organizations also opt to conduct a criminal background check.

It is important to seek permission of potential and current board members prior to undertaking such checks. It is also suggested that a health center consult with qualified legal counsel about any requirements or restrictions on this process in the state in which the health center is based.

<p>Slide 16</p>		<p>Trainer Notes: Lead a discussion about the additional questions on the slide.</p> <p>Content Reference Notes: Share: “When you join a board, what you are really saying is that you agree to put your personal interests and ambitions in the background. You are there to serve the best interests of that organization.”</p> <p>Boards can consider sharing items such as:</p> <ul style="list-style-type: none"> • The organization’s annual budget • The current sources of income for the organization • The largest expenses • The board’s culture • Board member expectations <p>Boards can consider asking:</p> <ul style="list-style-type: none"> • In what ways is the work of the organization interesting to you? • What type of service most interests you? • The appendix of NACHC’s Governance Guide for Health Center Boards contains additional sample questions
<p>Slide 17</p>		<p>Trainer Notes: Consider introducing each mode and asking participants to provide ideas on each.</p> <p>Content Reference Notes: A board handbook can be helpful and include items such as health center information, bylaws, the strategic plan, budgets, etc. (For a full list, see NACHC’s Governance Guide for Health Center Boards).</p> <p>Having in-person orientation session(s) with the board chair, CEO, and others as relevant – In-person orientation – which may be one long session or several shorter sessions – can review and underscore information in the board handbook but can also go a step further to equip board members with the knowledge and skills needed to begin contributing immediately during board meetings. Topics to address may include:</p>

	<ul style="list-style-type: none"> • the requirements the board and health center must fulfill based on receiving federal funding, • how to read financial reports and quality data, • the board’s culture and nuances about serving on a board – including that it is a group of equals where everyone has one vote, • health center issues and trends, • health care industry issues and trends, • particular opportunities and challenges facing the health center so that the member feels comfortable contributing immediately to any dialogue or discussion. <p>A mentoring program can be a good tool. Steps include:</p> <ul style="list-style-type: none"> • Governance Committee identifies and recruits strong and engaged current board members to serve as mentors • They are recruited because they participate in a way that you would like replicated. • To serve as a mentor involves a 3 step process: <ul style="list-style-type: none"> • 1. Have a conversation with the new board member BEFORE the first meeting (after the agenda has been distributed) to provide any background on the agenda items that would allow the new member to better understand the topic. The mentor would also provide insight into the way the board meets and see if they new board member has any questions. • 2. The mentor arrives a few minutes early to the meeting and introduces the new board member to others and then sits with them during the meeting. The mentor is there to provide guidance along the way. • 3. In the week following the meeting, the mentor reaches out to the new board member to see if they have any questions about what occurred, anything they wish they would have known, and just a general check-in. • This 3 step process occurs for 3 meetings. <p>Ongoing education can help ensure board members are fully aware of the complex issues in</p>
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		<p>front of them and that they are being engaged in active governance.</p> <p>Periodically reflecting on the board’s performance and whether individuals are engaged can also be helpful.</p>
<p>Slide 18</p>		<p>Trainer Notes:</p> <p>Tee up discussion on these or other questions. Lead a report out.</p>
<p>Slide 19</p>		<p>Trainer Notes:</p> <p>Consider a discussion on this topic: How has your board approached rotation? For some boards, term limits are a challenging topic. Be sure to know your audience and how much “volume” to place on this discussion. See NACHC’s Governance Guide for Health Center Boards, Chapter 2 for more information/guidance on this topic.</p> <p>Content Reference Notes:</p> <p>Term limits have become “the norm” in the nonprofit sector; they are a good practice but are not mandatory. If a board opts to adopt them, each board determines number of terms and length. Note that 2 consecutive three year terms are most common but some health prefer 3 consecutive 3 year terms given the complexities of health center governance and the unique recruitment needs of the board.</p> <p>Outgoing members are still important advocates and ambassadors for the health center and there are various ways to engage them (e.g., on committees if permitted, as ambassadors, etc).</p> <p>Some boards opt to forego term limits and instead ensure board culture emphasizes active and engaged participation. In this scenario, it is important to be attentive to warning signs. If the</p>

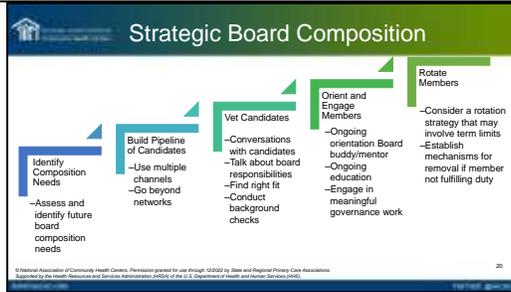
board is experiencing stagnation, power is concentrated with a few members, or new members are not welcome or do not stay, revisiting this issue can help. The purpose is not term limits for the sake of rotation but rather to build systems and structures that allow the health center to thrive now and in the future.

The following questions may help a board consider term limits:

- What have our long-serving members brought to the health center? What would it mean for the board if long-serving members were to rotate off of the board and serve the health center in other ways? What might we lose?
- What might we gain from instituting rotation and making room for new members?
- What might we have missed out on by not creating space for new members?
- How can we continue to engage members that rotate off?

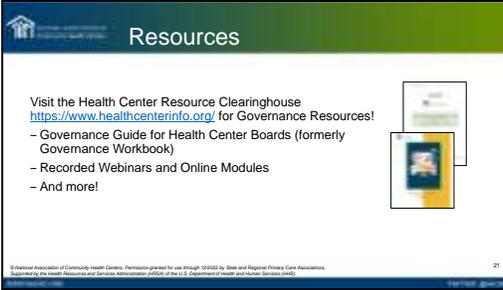
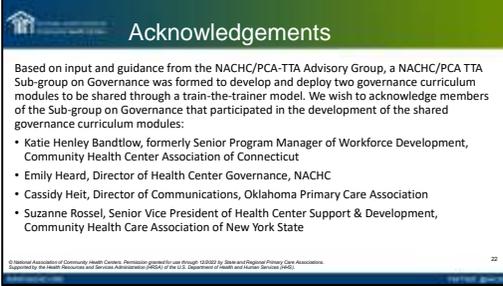
Ensure mechanisms in place for member removal if not fulfilling duties – it is good practice and required!

Slide 20



Trainer Notes:

Consider using a Learning Station to wrap up. Use this as a summary slide.

<p>Slide 21</p>	 <p>Visit the Health Center Resource Clearinghouse https://www.healthcenterinfo.org/ for Governance Resources!</p> <ul style="list-style-type: none"> - Governance Guide for Health Center Boards (formerly Governance Workbook) - Recorded Webinars and Online Modules - And more! <p><small>© National Association of Community Health Centers. Permission granted for use through 10/31/22 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	
<p>Slide 22</p>	 <p>Based on input and guidance from the NACHC/PCA-TTA Advisory Group, a NACHC/PCA TTA Sub-group on Governance was formed to develop and deploy two governance curriculum modules to be shared through a train-the-trainer model. We wish to acknowledge members of the Sub-group on Governance that participated in the development of the shared governance curriculum modules:</p> <ul style="list-style-type: none"> • Katie Henley Bandtlow, formerly Senior Program Manager of Workforce Development, Community Health Center Association of Connecticut • Emily Heard, Director of Health Center Governance, NACHC • Cassidy Heit, Director of Communications, Oklahoma Primary Care Association • Suzanne Rossel, Senior Vice President of Health Center Support & Development, Community Health Care Association of New York State <p><small>© National Association of Community Health Centers. Permission granted for use through 10/31/22 by State and Regional Primary Care Associations. Supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS).</small></p>	

Module 2, Resource 1 – Learning Station

Learning Station
Topic: Board Recruitment

Idea 1. An Idea I want our board to incorporate.

Idea 2. An Idea I want our board to incorporate.

What to Keep: Things we do well as a board.

What to Change: Things I would like our board to improve.

The first part of the document discusses the importance of maintaining accurate records of all transactions. It emphasizes that every entry, no matter how small, should be recorded to ensure the integrity of the financial data. This includes not only sales and purchases but also expenses, income, and transfers. The document provides a detailed explanation of how to categorize these transactions correctly, ensuring they are recorded in the appropriate accounts. It also highlights the need for regular reconciliation to identify any discrepancies between the recorded transactions and the actual bank statements or receipts.

The second part of the document focuses on the importance of maintaining a clear and organized system for tracking these transactions. It suggests using a consistent format for all entries, which makes it easier to review and analyze the data over time. The document also discusses the benefits of using digital tools and software to automate the recording process, reducing the risk of human error and saving time. It provides a step-by-step guide on how to set up such a system, from choosing the right software to entering the initial data.

The third part of the document addresses the issue of handling complex transactions, such as those involving multiple parties or currencies. It provides clear instructions on how to record these transactions, ensuring that all relevant details are captured. The document also discusses the importance of keeping supporting documents, such as receipts and invoices, for each transaction. This not only helps in verifying the accuracy of the records but also provides a clear audit trail in case of any questions or disputes.

The final part of the document summarizes the key points discussed and provides a checklist of tasks to ensure that all transactions are recorded accurately and consistently. It emphasizes that maintaining accurate records is not just a matter of compliance but also a crucial part of managing the business effectively. By following the guidelines provided, the user can ensure that their financial records are reliable and up-to-date, providing a solid foundation for decision-making and reporting.