

**\*COVID-19 Notice\***

**No in-person attendance allowed, pursuant to Governor Inslee's Proclamation 20-28.**

**All meeting attendees, including Board of Commissioners, staff and members of the public must participate virtually. No physical meeting location will be provided.**

**To attend the meeting, dial Phone Conference Line: (509) 598-2842**  
**When prompted, enter Conference ID number: 68024086#**

**Jefferson County Public Hospital District No.2**  
**Board of Commissioners, Special Session Minutes**  
**Wednesday, February 16, 2022**

**Call to Order:**

The meeting was called to order at 9:00am by Board Chair Buhler Rienstra. Present by phone and video were Commissioners Dressler, Kolff, McComas and Ready. Also, in attendance was Mike Glenn, CEO, Karma Bass, Via Healthcare Consulting, Megan McAdams, Via Healthcare Consulting, Mary Kay Clunies-Ross, Sunshine Communications, Sandeep Kaushik, Sound View Strategies, Jake Davidson, Chief Ancillary and Support Services Officer and Brittany Huntingford, Administrative Assistant. This meeting was officially audio recorded by Jefferson Healthcare.

**Work Session**

The Commissioners began by acknowledging that Jefferson Healthcare is on the ancestral and contemporary homelands of the S'Klallam, Chemakum, Twana and other indigenous nations and we recognize these tribal governments' sovereignty across the region.

Karma Bass, Via Healthcare consulting thanked the Board for their flexibility and willingness to reschedule the meeting from last month to today.

- Confirm Objectives

Ms. Bass reviewed the agenda and confirmed the Boards objectives for today's meeting.

- Agenda and agree on group guidelines

Ms. Bass reviewed presentation slides: Agenda, Board Workshop Objectives, Every Meeting has, you are cordially invited to and Group Guidelines. Discussion ensued.

- Board self-assessment survey and interview results

Ms. Bass reviewed presentation slides: Board Self-Assessment, Background, 2021 BSA Highlights, Statements with the Greatest Improvement between 2019-2021 across All Sections, Highest Rated Statements Across All Sections, Lowest Rated Statements Across All Sections and Overall Results.  
Discussion ensued.

Commissioners recessed for break at 10:28 am  
Commissioners reconvened from break at 10:43 am.

- Advance practice governance

Ms. Bass reviewed presentation slides: Advanced Practice Governance: Meeting Effectiveness, 2021 Meeting Time Allocation (in minutes), 2021 Meeting Time Allocation Categories, Advanced Practices for High Performing Boards, Dealing with Uncertainty, Boards Today: Life in a Fishbowl, Risk Takes Many Forms, Managing Risk and Your Fiduciary Duties, Three Important Truths, We approach..., Critical Questions a Board Should be Asking and What's a Board to Do?

Discussion ensued.

Discussion ensued around adjusting the meeting agenda to include Education later in the meeting.

Commissioners recessed for lunch at 12:00 pm.  
Commissioners reconvened from break at 12:30 pm.

Commissioner Buhler Rienstra shared with the board that effective next meeting we will begin sharing the Teams link with the public.

- Generative Governance discussion

Ms. Bass welcomed any additional feedback from the morning's discussion.

Ms. Bass reviewed presentation slides: Discussion: Generative Governance, Why are we exploring generative governance, Common Board Challenges, High-Performing boards Use More Than One Lens to View Their Work, FIDUCIARY- The Sentinel, STRATEGIC- The Strategist, GENERATIVE- The Sense-maker, What is Generative Thinking, Move Past Traditional Barriers to Critical Thinking, Questions for Framing Generative Governance as Part of the Board's Work

Discussion ensued.

- Master site plan funding options

Mr. Glenn introduced Mary Kay Clunies-Ross, Sunshine Communications, Sandeep Kaushik, Sound View Strategies and Jake Davidson, Chief Ancillary and Support Services Officer.

Mary Kay Clunies-Ross and Sandeep Kaushik reviewed presentation slides: Jefferson Healthcare Community Outreach, Here is us, Challenges, Opportunity, Community Engagement and Timeline.

Discussion ensued.

Commissioners recessed for break at 2:32 pm.

Commissioners reconvened from break at 2:37 pm.

- Meeting effectiveness

Ms. Bass reviewed presentation slides: Questions for Framing Generative Governance as Part of the Board's Work and Generative Questions when Discussing Specific Topics.

Discussion ensued.

- Action planning for 2022 and beyond

Ms. Bass reviewed presentation slides: Generative Governance Discussion Topics for 2022 and Action Planning for 2022 and Beyond.

Discussion ensued.

Discussion ensued around including Sponsorships as a topic to the Generative Discussion list.

- Closing comments

Discussion ensued

### **Meeting evaluation**

Commissioners evaluated the meeting.

### **Conclude:**

Commissioner Dressler made a motion to conclude the meeting. Commissioner Kolff seconded.

**Action:** Motion passed unanimously.

Meeting concluded at 3:02 pm.

Approved by the Commission:

Chair of Commission: Jill Buhler Rienstra \_\_\_\_\_

Secretary of Commission: Marie Dressler \_\_\_\_\_

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# Jefferson Healthcare Community Outreach

February 16, 2022



**Mary Kay Clunies-Ross**  
**Sunshine Communications**  
[www.mkcrsunshine.com](http://www.mkcrsunshine.com)



**Sandeep Kaushik**  
**Sound View Strategies**  
[www.soundviewstrategies.biz](http://www.soundviewstrategies.biz)

# Challenge

- ▶ Old building needs to be replaced (1965)
- ▶ Growing, and aging, population
- ▶ Higher utilization of Jefferson Healthcare services
- ▶ Increased need for diversity of patient services
- ▶ 60% approval needed for bond measure passage  
(Important to have strong community support)

# Opportunity

- ▶ New building brings significant benefits to community
  - ▶ Seismically safer
  - ▶ More space for new services
  - ▶ More flexibility
  - ▶ Ability to accommodate new information technology
- ▶ Progressive design-build efficient and not disruptive
- ▶ Nothing else expected on ballot

# Community Engagement

- ▶ How do you know if the time is right for a ballot measure?
  - ▶ Community understands the need
  - ▶ Hospital is financially, operationally prepared
  - ▶ Community leaders are willing to help
  - ▶ Staff understanding, support

# Timeline

\*Note: this schedule will be updated with project and legal requirement deadlines.

February	Board and leadership discussion on community outreach plan <ul style="list-style-type: none"><li>- Events, organizations, individuals</li><li>- Community survey</li></ul>
March	<ul style="list-style-type: none"><li>• Ballot measure language drafted</li><li>• Begin outreach (direct with community and through survey)</li><li>• Board Dos and Don'ts (Soundview/Sunshine + AWPHD)</li></ul>
April	Community outreach discussed by board (public hearings, etc.)
May/June	<ul style="list-style-type: none"><li>• Board votes to put measure on ballot.</li><li>• Proposal is submitted to Jefferson County Elections, who will forward to the Prosecuting Attorney to draft a ballot title.</li><li>• Campaign committee created (separate from board)</li></ul>
July-October	<ul style="list-style-type: none"><li>• Campaign (PHD role is to provide factual information only). By August, campaign committee (three names) will be officially designated, ballot title and explanatory statement finalized, “pro” statement submitted for voter guide.</li></ul>
November	Ballot



**Board of Commissioners  
2022 Workshop**

February 16, 2022 – 9:00 am to 3:00 pm

Microsoft Teams meeting

**Join on your computer or mobile app**

[Click here to join the meeting](#)

**Or call in (audio only)**

[+1 509-598-2842, 68024086#](#) United States, Spokane

Phone Conference ID: 680 240 86#

[Find a local number](#) | [Reset PIN](#)

**Objectives**

1. Discuss Board Self-Assessment Results
2. Continue to Advance Generative Governance at Jefferson
3. Identify Next Steps and Board Goals for 2022 and Beyond

<i>Time</i>	<i>Agenda Item</i>
9:00 am	<b>Welcome and Public Comments</b>
9:15 am	<b>Confirm Objectives, Agenda, and Agree on Group Guidelines</b>
9:45 am	<b>Board Self-Assessment Survey and Interview Results</b>
10:45 am	<b>Break</b>
11:00 am	<b>Advance Practice Governance: Meeting Effectiveness</b>
12:00 pm	<b>Lunch</b>
12:30 pm	<b>Discussion: Generative Governance</b>
1:30 pm	<b>Generative Governance Discussion Topics for 2022</b>
2:15 pm	<b>Action Planning for 2022 and Beyond</b>
2:45 pm	<b>Closing Comments</b>
3:00 pm	<b>Adjourn</b>



## **Jefferson Healthcare District 2021 Board Self-Assessment Results**

### **Introduction**

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In the interest of enhancing its governance effectiveness, the Jefferson Healthcare District (JHD) Board of Commissioners has participated in a board self-assessment in November 2021. Via Healthcare Consulting provided the consulting and analysis for this effort. This report provides a high-level synthesis and analysis of the issues that were raised during the process and includes a multiyear comparison to the JHD Board Self-Assessment results gathered in 2017, 2018, 2019, and 2021.

Governance best practices call for boards to evaluate their performance regularly and adopt improvements to function more effectively. This type of governance assessment can help a board ensure that governance structures, composition, policies, and practices provide a platform for thorough oversight and deliberation, effective policy-making, efficient decision-making, and strong ties with and accountability to the community and external regulators. In today's rapidly changing marketplace, effective and efficient governance has never been more important to organizational performance.

We are pleased to present these results and look forward to discussing the findings with board members at the January 12, 2022, workshop. It is important to note that this assessment process was designed to gauge the effectiveness and efficiency of the board as a whole, not of the individual board members. In addition, the assessment was focused on the governance of the organization, not its management or operations.

### **Overview of the Process**

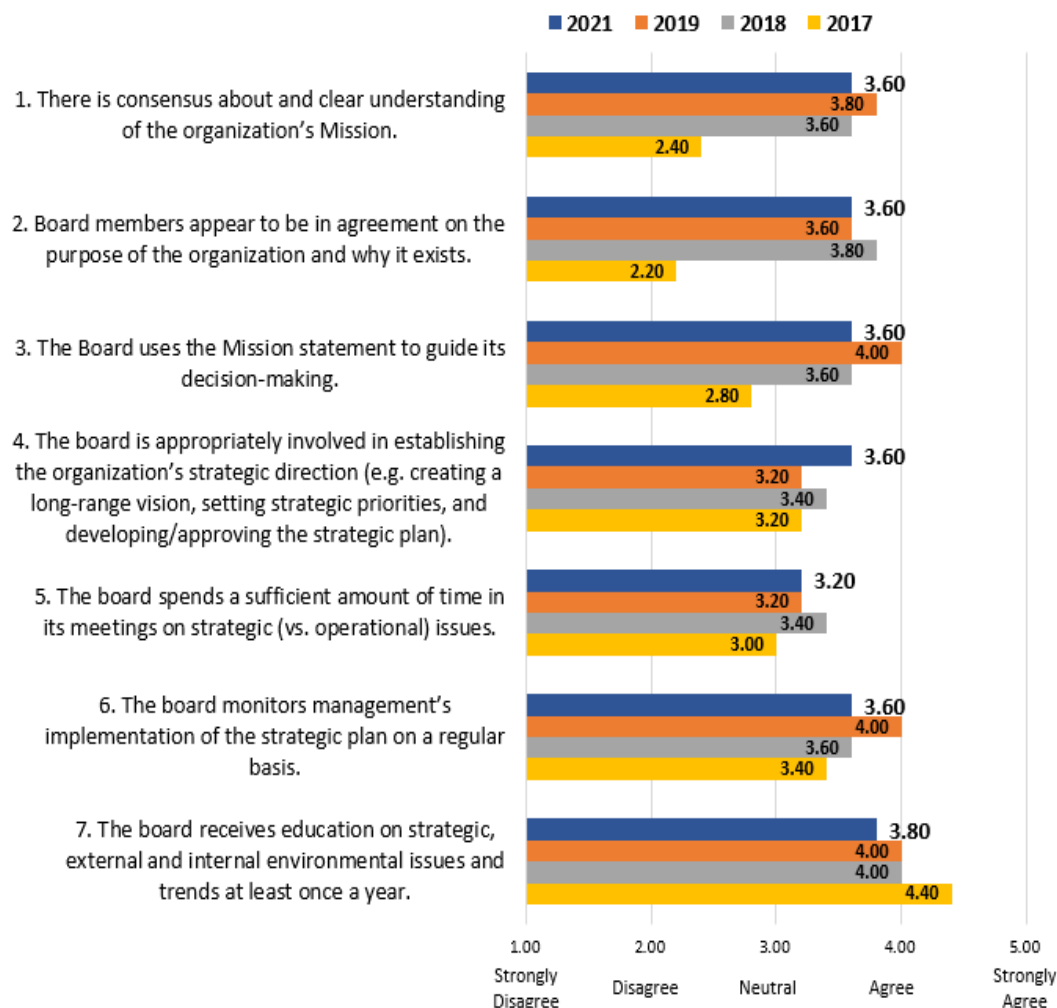
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As part of this year's self-assessment process board members were asked to complete a customized web-based questionnaire and participate in individual 30-minute telephone interviews. For the survey, board members were asked to rate their response – from strongly agree to strongly disagree – to 45 statements across six areas of governance effectiveness. Each section also invited open-ended responses. All five board members participated in the online survey and the individual interviews.

The six areas of board responsibility covered by the survey were:

- Mission and Planning Oversight: Setting the Strategic Direction
- Quality Oversight: Monitoring Service, Safety, and Quality
- Legal and Regulatory Oversight: Ensuring Organizational Integrity
- Finance and Audit Oversight: Following the Money
- Management Oversight: Enhancing Board-Executive Relations
- Board Effectiveness: Optimizing Board Functioning

## Section I: Mission and Planning Oversight: Setting the Strategic Direction



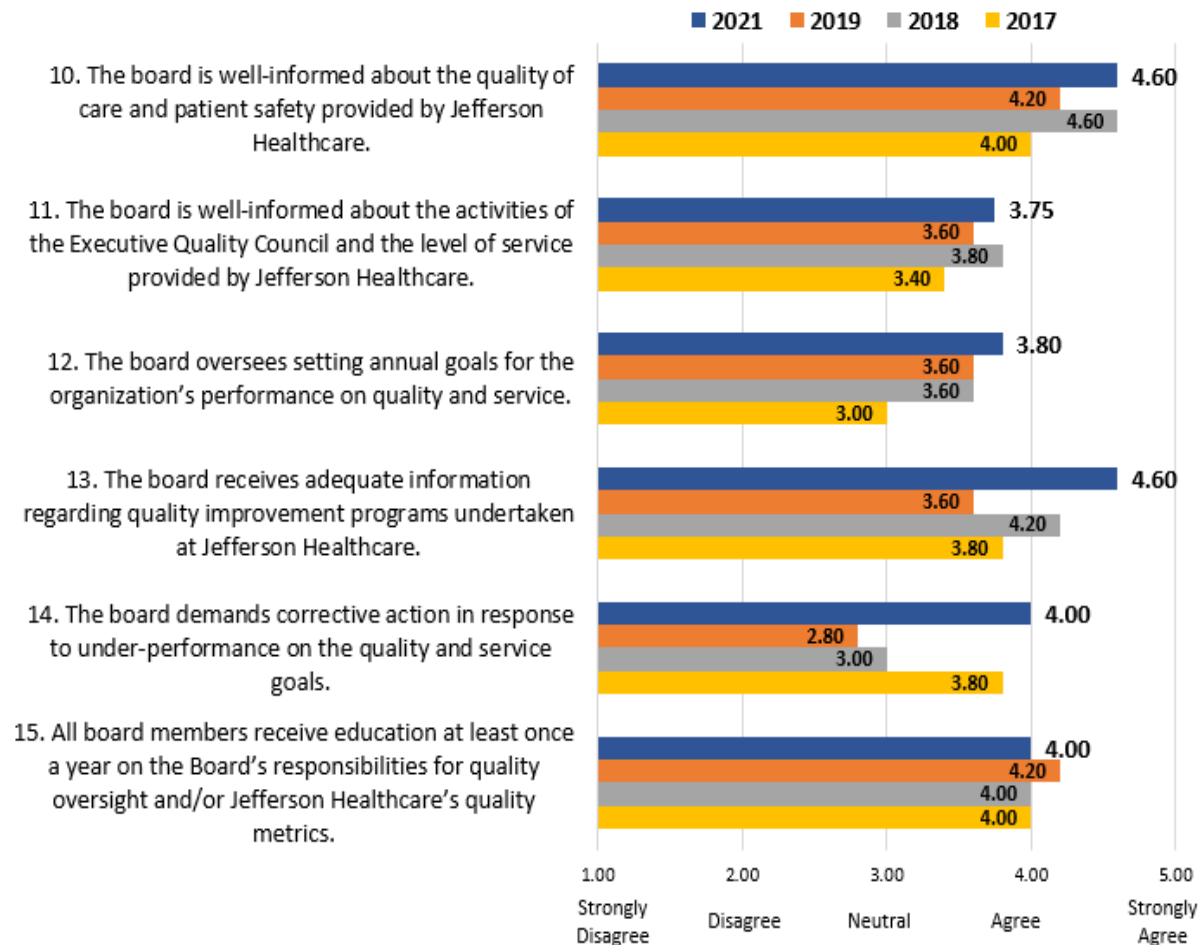
### 8. Please explain why you think the organization exists:

- To provide the citizens of Jefferson County with high quality, affordable health care and to promote wellness.
- To enhance the health of the residents of East Jefferson County.
- We are a public institution, and our purpose is a healthy community.
- To ensure that every resident of Eastern Jefferson County has access to health care of the highest quality, regardless of ability to pay.
- To provide local high quality, safe, affordable, and accessible Medical and Wellness Services to the residents of East Jefferson County.

### 9. Section I Comments:

- Although the board approves the vision and mission statements and the strategic plan, we are not very involved in their creation. We see these documents once a year to remind us of what they are and see how we are doing. We spend less than 5% of our time on strategic issues or in having any substantive discussions about direction. The rest of the meeting is spent on receiving reports.
- There has been some disagreement over the years about transparency of our decision-making process.
- Regarding the first two questions, most board members agree on the goal, even though we differ on how to arrive there. Not all agree on methods to use in the journey.

## Section II: Quality Oversight: Monitoring Service, Safety and Quality



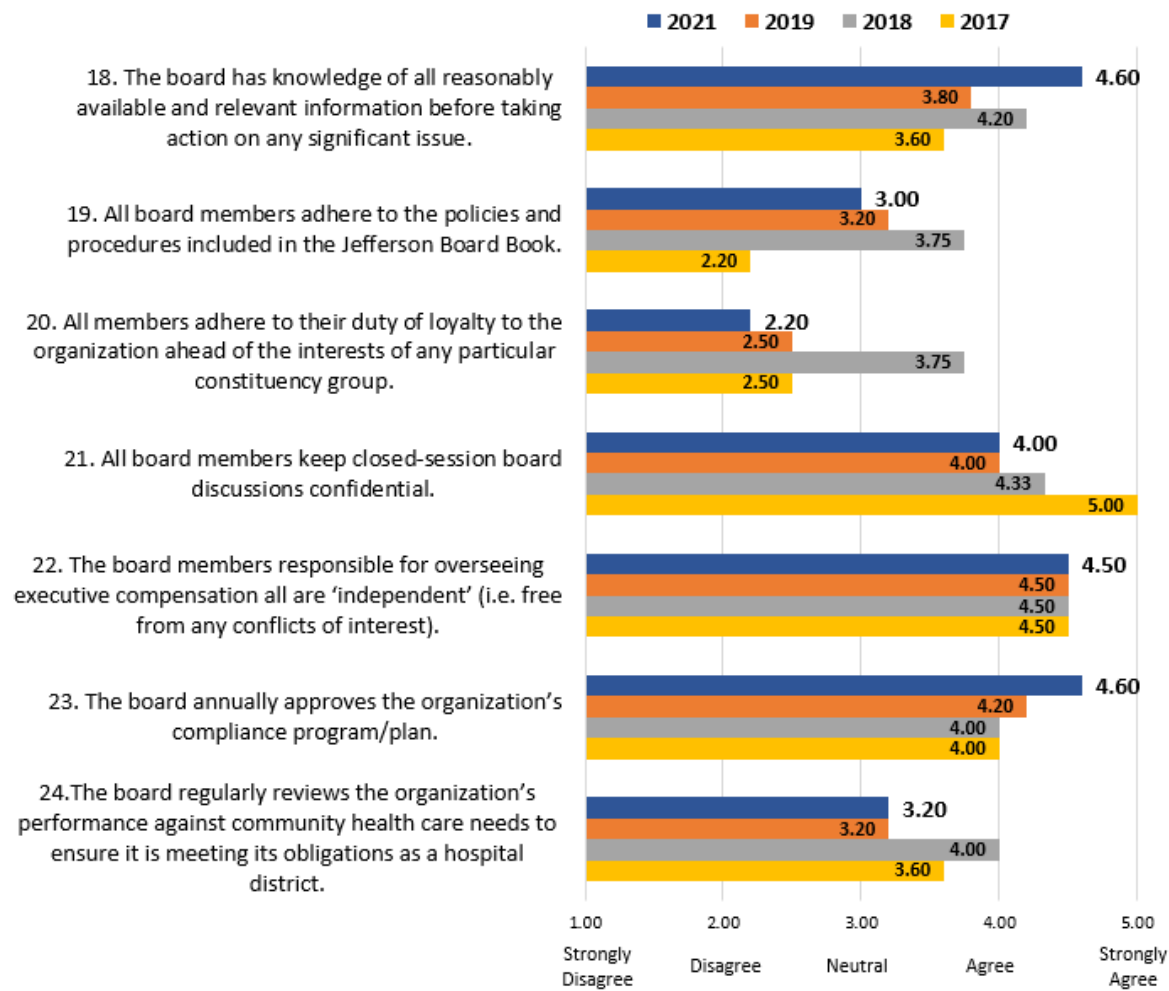
### 16. Do you believe a high performing board is linked to a high performing organization?

- Yes (x5)
- It begins at the top and works down. Board members must be role models in order to be effective leaders.

### 17. Section II Comments:

- I don't think the board demands corrective action for under performance on quality and service, but it's understood that we expect it.
- We provide excellent quality care according to the reports and most of what I hear in the community. That said, we don't ever really discuss our role in oversight, even though the Washington State Hospital Association (WSHA) handbook says it is our primary job. Although we get plenty of quality reports, I don't know if they are specifically about activities of the Executive Quality Council, and I'm not sure what "level of service" means.
- Our Executive Quality Council board members did not participate in meetings due to COVID.

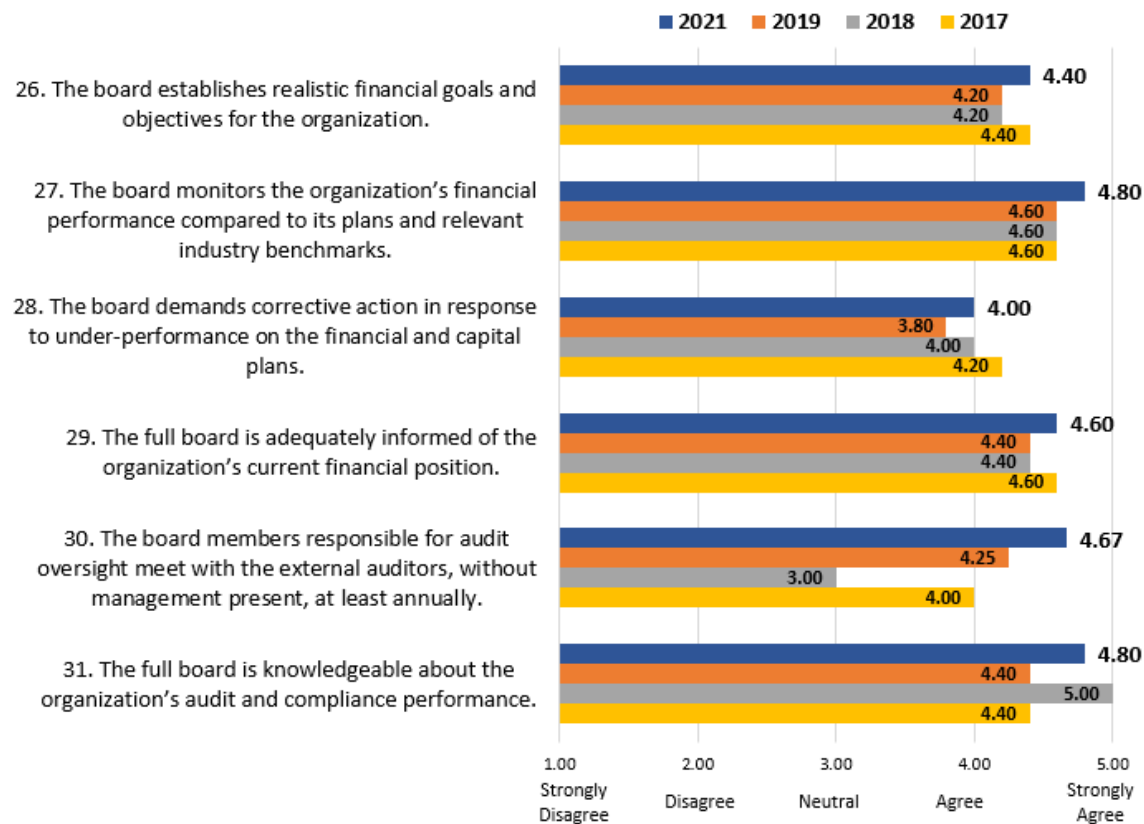
## Section III: Legal and Regulatory Oversight: Ensuring Organizational Integrity



### 25. Section III Comments:

- I'm not sure ALL board members adhere to the policies and procedures in the Board Book or adhere to their duty of loyalty to the organization.
- As I mentioned regarding strategic planning, we are not as involved as we should be. We don't get input from the community as much as would be helpful. We don't really study data regarding what services folks get elsewhere or discuss what else the community might need from us. That said, we do have an excellent population health staff and do get some reports from them but as a board don't really engage in discussions on this.
- Some board members have concerns regarding duties of loyalty, care, and oath of office.
- Most members support board decisions. There is some disagreement on whether or not board members should be true to their constituents vs. the organization if there is a conflict.

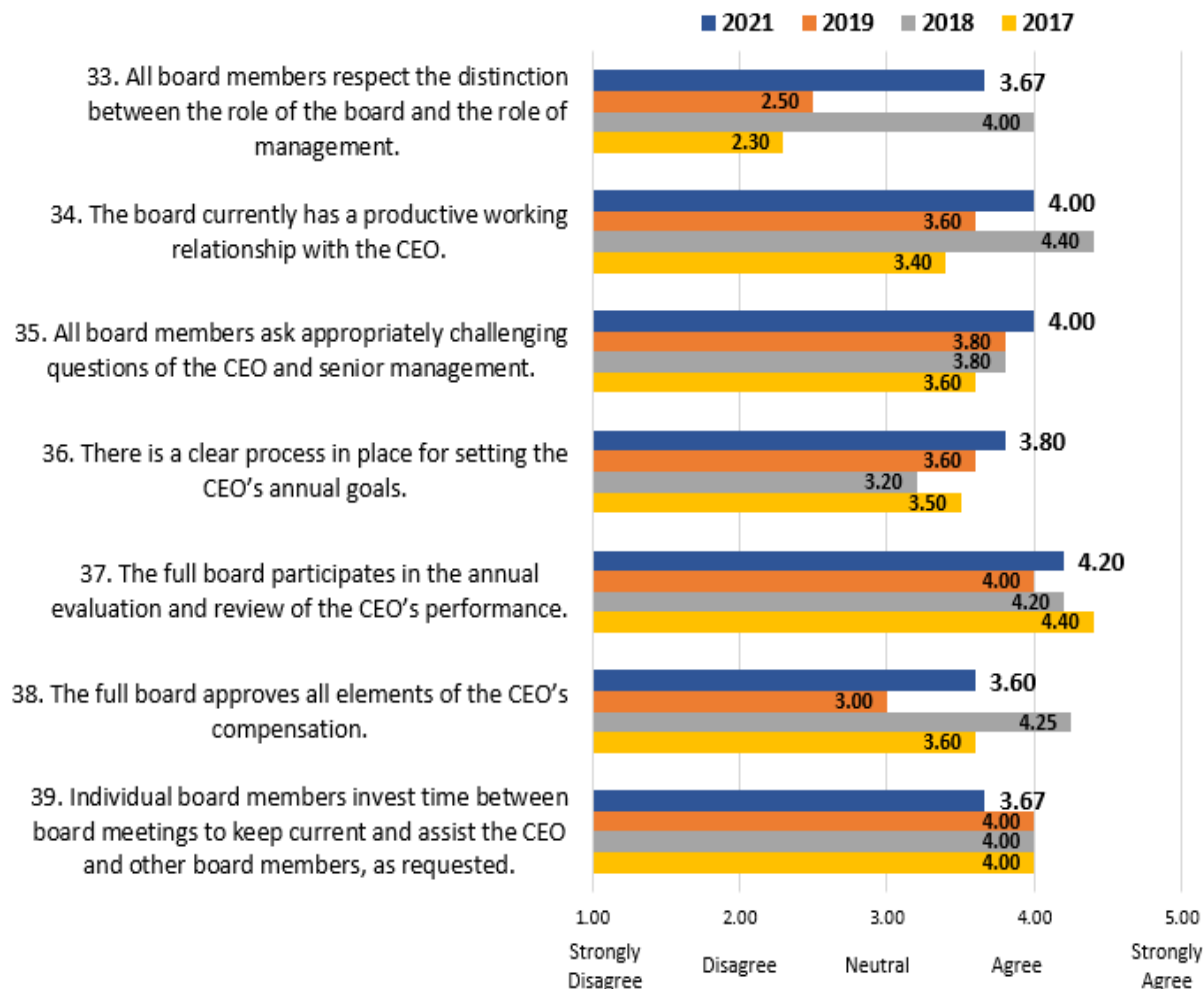
## Section IV: Finance and Audit Oversight: Following the Money



### 32. Section IV Comments:

- It is really the CEO who establishes the financial goals and objectives, of course with board oversight.
- We have excellent communication with our CEO and CFO. Their financial reports are thorough and easy to understand. Any questions we have concerning the budget are addressed completely, and they are proactive in alerting us to trends, both positive and negative. When presenting a challenge, they include a solution.

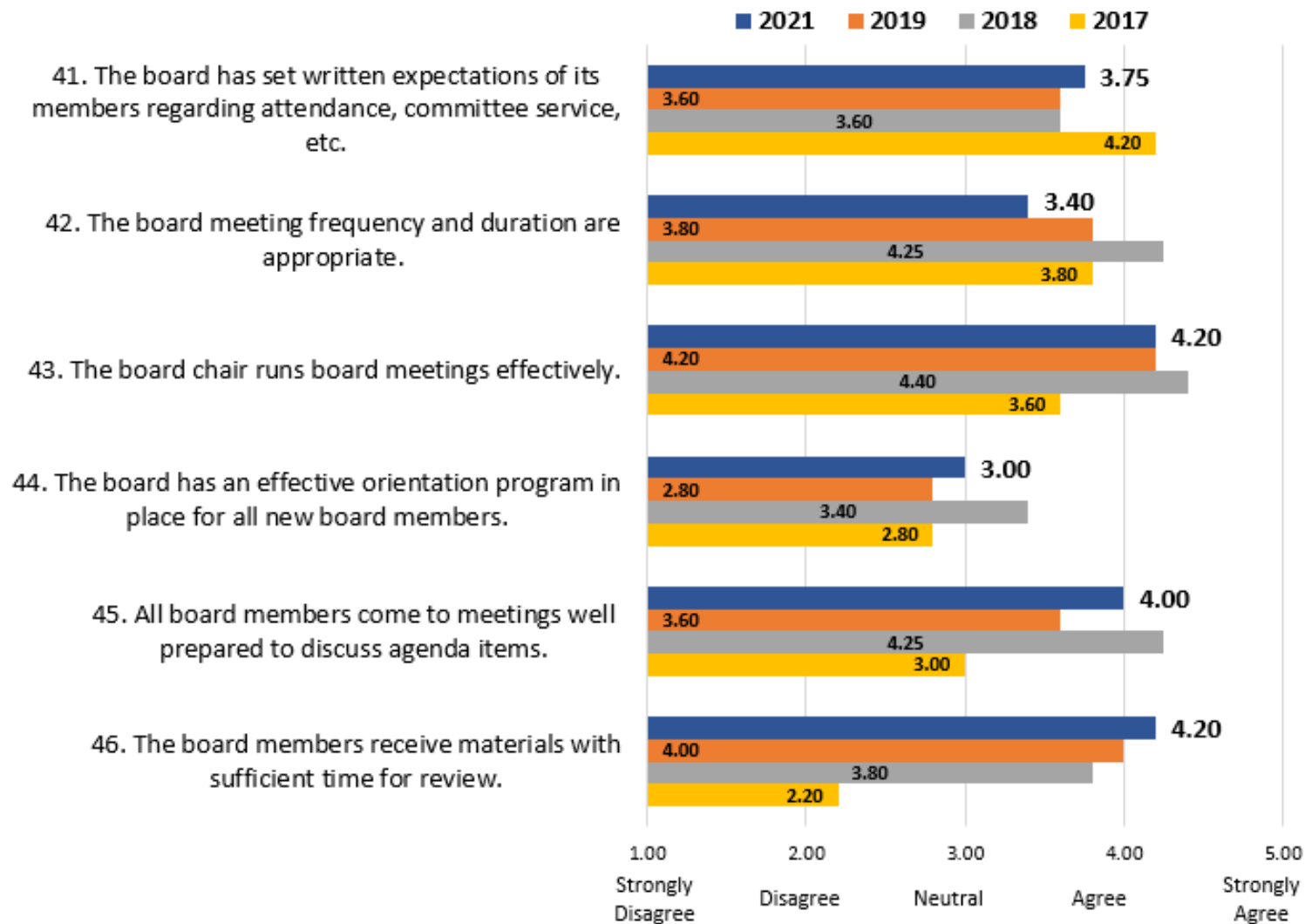
## Section V: Management Oversight: Enhancing Board-Executive Relations



### 40. Section V Comments:

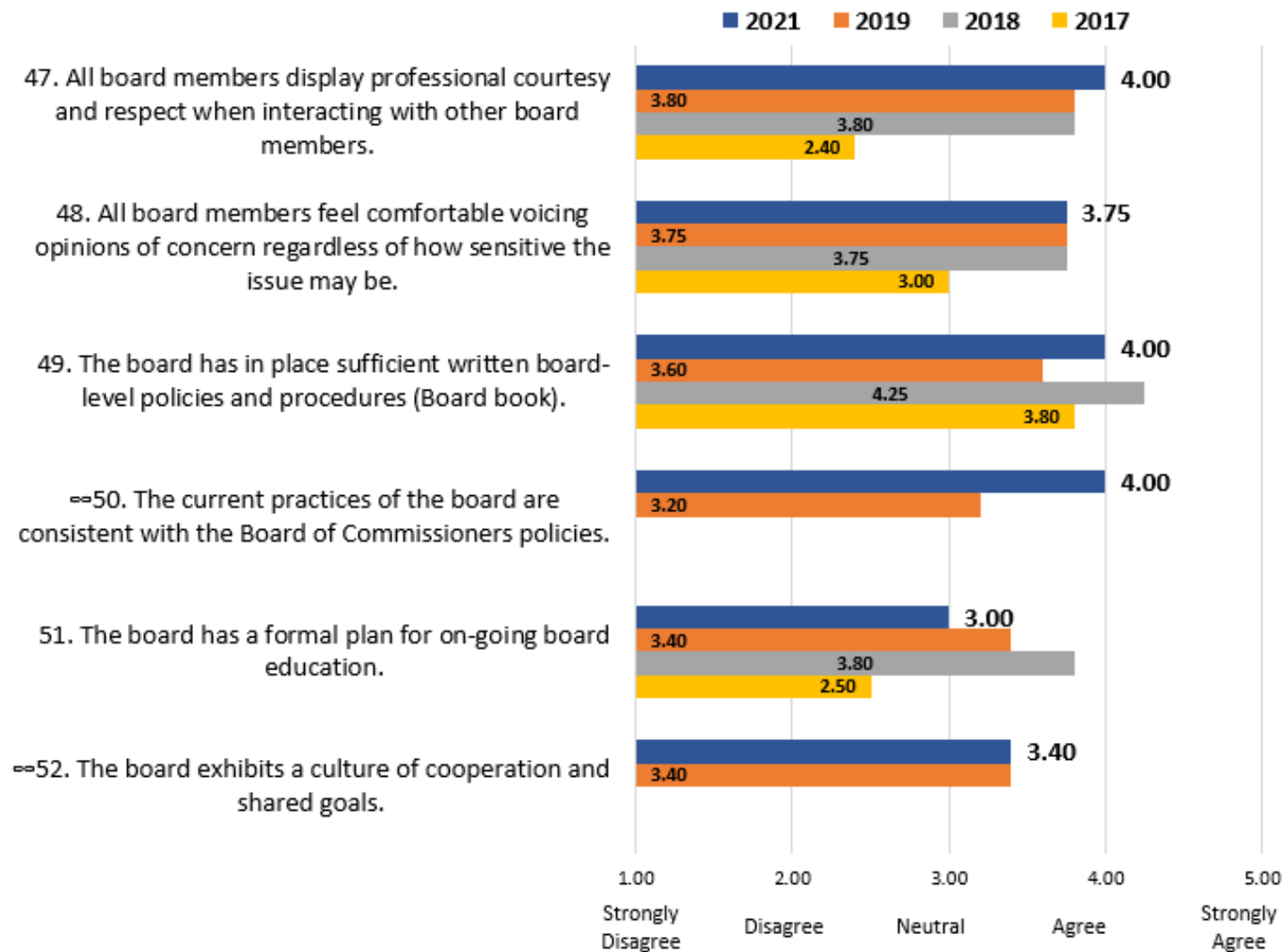
- I don't know what other board members do regarding keeping current and assisting the CEO and other board members. **(x2)**
- The majority of the board has a good relationship with the CEO, however there is room for improvement.
- Specific areas of disagreement have severely damaged relationships and trust among board members and with the CEO
- At times we struggle with the fine line between policy and operations. We do strive to correct course when that happens. Members vary in their productive relationships with other members and the CEO. The majority work well together.

## Section VI: Board Effectiveness: Optimizing Board Functioning



## Section VI: Board Effectiveness: Optimizing Board Functioning (Continued)

∞ Questions 50 and 52 were new to the survey as of 2019



**53. Do you believe this is a high performing board?**

- I feel it is mostly a high performing board.
- It's medium.
- Getting there.
- We could do much better, so no. We are working on it,

however, so I'm optimistic that we will attain that lofty description.

- I think we are a high performing fiduciary board, a medium performing strategic board, and a low performing generative board.

**54. In your perspective, please comment on whether the board members consistently act on their commitments made relative to board effectiveness.**

- I feel board members consistently keep their commitments.
- We do seem to act consistently in our commitments to being effective except for the ongoing disagreement between one member and the rest of the board. Not sure that it tampers our effectiveness.

- I believe each of us attempts to be effective; the definition of effectiveness may vary, however.
- To the best of my knowledge, I believe that generally, board members follow through on their commitments made relative to board effectiveness.

**55. Which educational topics would you like to see the board receive information on in the coming year? Please list three.**

- More on outside trends in health care.
- Outline for new board member onboarding.
- Information on what our community needs.
- Legislative advocacy for single payer health care.
- Major macro changes in the healthcare landscape.
- Financing tools for campus expansion; bond measures, loans, etc.
- Potential for municipal corporations diversifying assets into bitcoin.
- Effective methods for getting community input on services and needs.
- How to ensure the administrative and leadership staff is the "right size."
- What other critical access hospitals are doing around wellness versus treatment.
- How we can become less of a rubber-stamping board and think more out of the box.

- What we can do to get the reports we need and take more time for substantive discussions.
- I am not familiar with the Board of Commissioners Policies, so that might be nice to review.
- Innovative and viable potential services for our community members (dependent on top line success).
- How to express an unpopular opinion in an open public meeting without drawing rancor from the public.
- How to navigate the political/social divide that widened and is still growing (i.e., vaccinations, misinformation, etc.), without alienating even one of our patients.
- How we will transition from COVID to post-COVID meetings (i.e., embracing the new normal of possible mask wearing, distancing, handling public comment, etc.)

**56. Section VI Comments:**

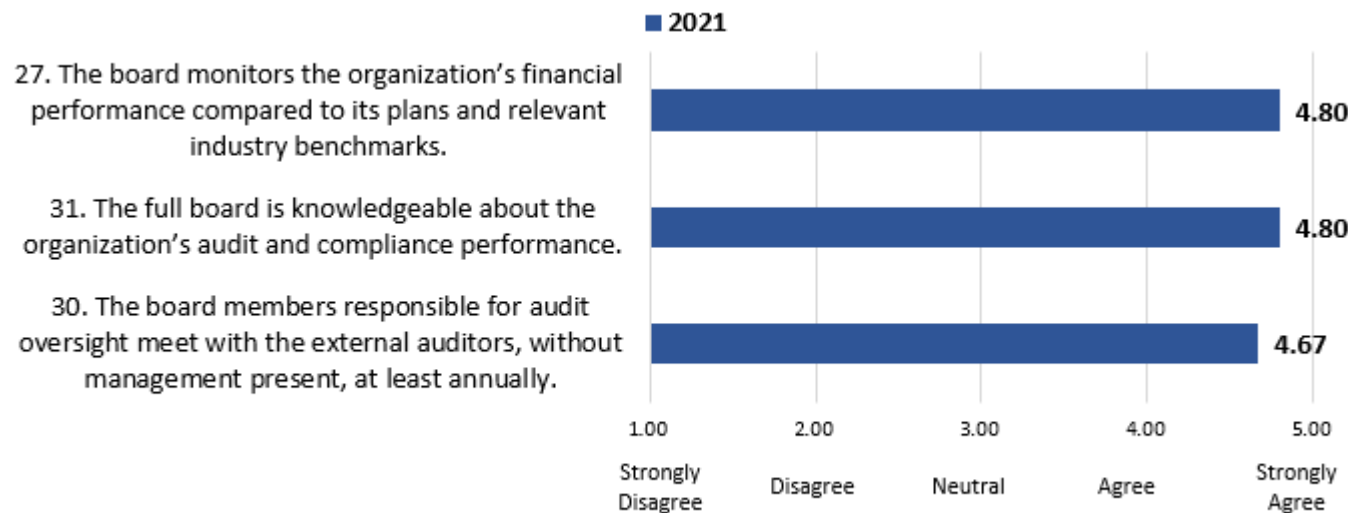
- We need to develop a formal onboarding plan.

**57. Please include any additional comments you may have below.**

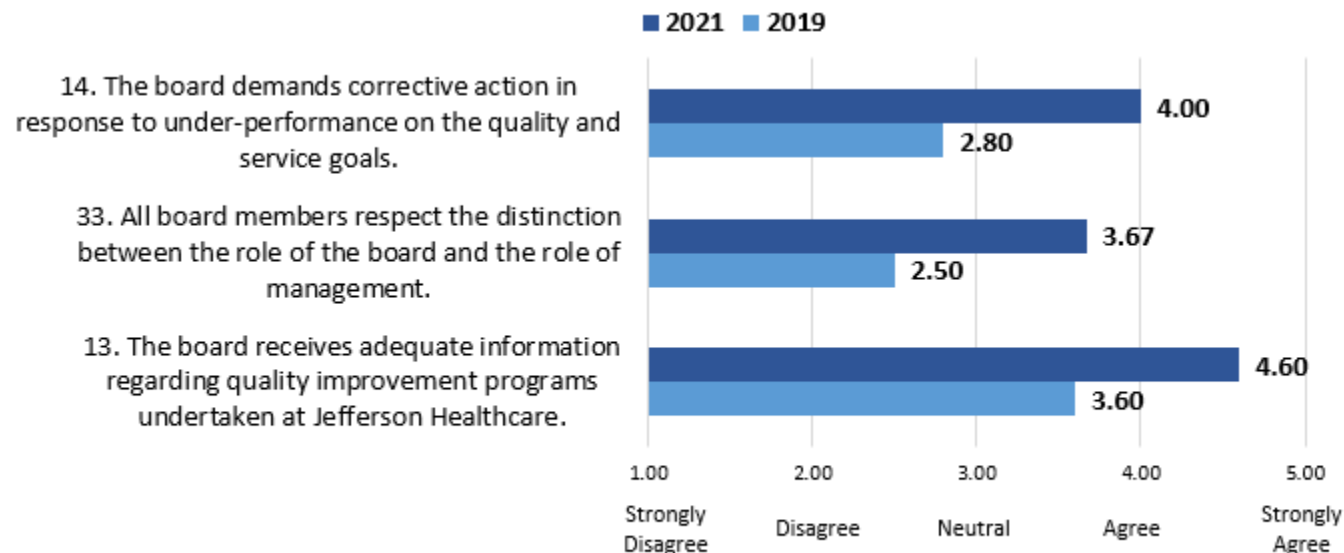
- We generally have a great working relationship, but I would love to explore ways we can be a bit more creative as a board and connect more with the community. The pandemic has put quite a strain on our finances and on the staff. Whatever we as a board take on that is more educational and/or creative, we need to make sure it does not further burden the staff, especially Mike Glenn.
- Looking forward to the retreats we have planned.

- We still have philosophical differences, some that will undoubtedly remain, and I am hopeful we will learn to collaborate while respecting those differences. I strongly believe the will is there; we just have to find the right path.
- I feel that the board functionality has improved significantly over the past couple of years; however, the board continues to have an outlier.

## Highest Rated Statements across All Sections



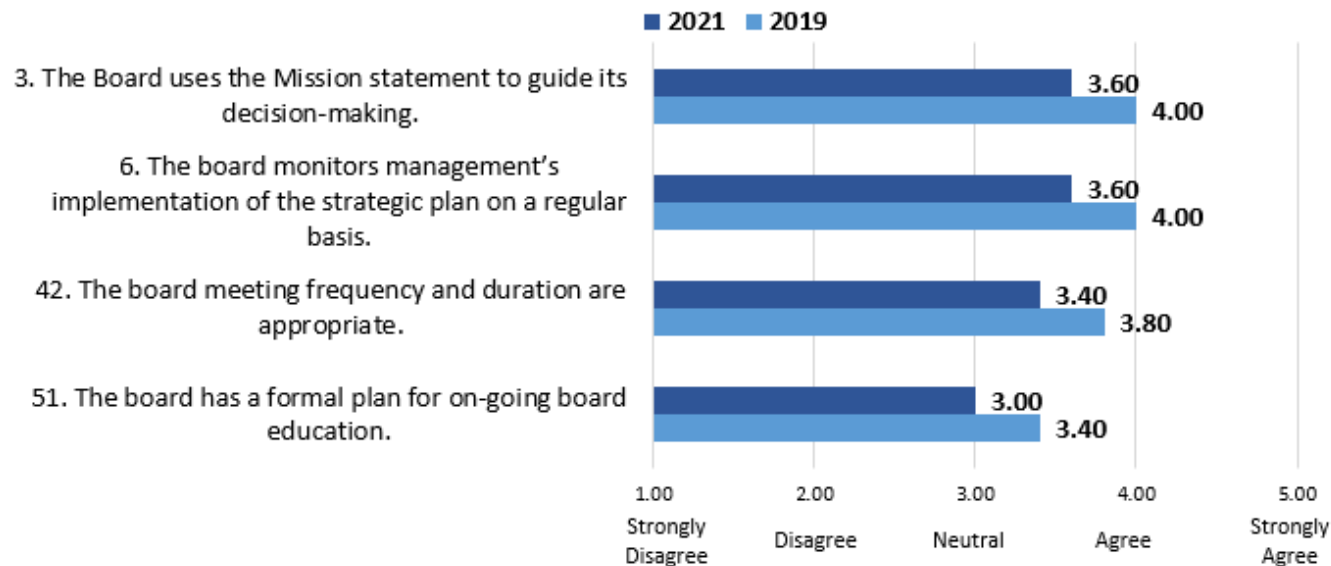
## Statements with Largest Improvement between 2019 and 2021 across All Sections



## Lowest Rated Statements across All Sections



## Statements with Largest Decline between 2019 and 2021 across All Sections



## Interviews Summary

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### Introduction

As important preparatory work to the 2022 Jefferson Board workshop—in addition to board self-assessments—individual interviews were conducted with four of the five commissioners and Mike Glenn, Jefferson CEO. The objective of the interviews was to gain input and feedback on the performance of the board and those areas of governance that represent strengths or areas of opportunity. Specific information was sought regarding the impact of the pandemic and how those challenges impacted board functions and working relationships. The following is a summary of the common themes that emerged.

These questions were asked during the interviews:

**How effective do you think the board is currently at carrying out its responsibilities as you understand them? Why do you think this? How does the board's current effectiveness compare to how effective it has been in the past?**

The consensus of all members is that the board is performing even more effectively in the past year than it has prior to the past year. The relationships among and between the commissioners and the CEO have improved with more collaboration and less focus on individual interests. Board members share an opinion that, as challenging as the pandemic is, it has served to create a strong focus on the critical nature of the work that needs to be completed and supported. Board members worked hard to put differences aside and navigate through those extraordinary challenges. Individual relationships that have, in the past, been strained seem to have improved. The pandemic required the board to singularly focus on serving the community, allowing less important issues to be set aside.

**What are the things the board is doing well and should keep doing? What things should the board consider changing to improve its effectiveness?**

There is consensus that most of the individual members continue to be respectful and understanding of how the interpersonal relationships matter for overall board effectiveness. There is general agreement that a collegial boardroom can significantly impact the board's ability to function effectively. While much has been gained in this area, there is still opportunity for further development in a couple of relationships and resolution of issues.

Several commissioners mentioned that they believe regular generative governance discussions may be able to help the board maintain focus on areas that truly can help the organization and community to be successful. There is belief that a shift to identified areas of community need may help the board to focus on governance and appropriately delegate the organization's management and operations to Mike Glenn and his team.

The video platform used during Covid helped to keep the members focused and engaged. Though all members missed the opportunity to participate in face-to-face meetings, there were unanticipated benefits of the virtual platform that may support a future hybrid model or, minimally, an analysis of what can be retained from those sessions that can be used to keep the board engaged. The members discussed considering some of the elements of remote meetings that they might benefit them once they return to face-to-face meetings.

**In what ways did the board perform at its best, and how was it most challenged during the COVID pandemic?**

The video platform has been helpful because the physical separation and focused nature of the work created separation and prioritization of the board's work. Meetings have been held one time per month over the past year. Members report those meetings have been long, and there is a desire to see them shortened if possible. There is some support for continuing the practice of monthly board meetings.

The community really collaborated in supporting the hospital during the crisis of the pandemic. Staff and the board volunteered to work the parking lot for people to get their drive-through vaccinations. The organization set up drive-through testing and a central command and kept an eye on costs and managed

those they could. The results created a board more functional than it was pre-pandemic. The hospital also worked well with the Department of Health to perform contact tracing. There were also new initiatives developed during the pandemic, including the work around health equity, for example. One issue that some members now find challenging is that there is no 1:1 interaction with staff to let them know how much they are appreciated. That interaction is missed.

**Is there anything that I did not ask that I should have? Do you have any questions for me?**

Members want to see the board continue to improve. Most appear extremely optimistic about the future and feel confidently that the board will continue to evolve.

**In Conclusion**

Via wishes to acknowledge the leaders of Jefferson Board and executive team for undertaking this important work and thank them for their willingness to engage and provide honest and thoughtful input into the process.

The information garnered from these interviews will be used to inform the agenda and proposed discussions at the January 2022 workshop. Thank you for taking the time to review these findings, and we look forward to engaging and enlightening conversations when we gather.

**Appendix: Key Stakeholders Interviewed**

Name	Role
Marie Dressler	Commissioner
Dr. Kees Kolff	Commissioner
Bruce McComas	Commissioner
Jill Buhler Rienstra	Board Chair
Mike Glenn	Chief Executive Officer

Jefferson Healthcare District  
2022 Board Retreat



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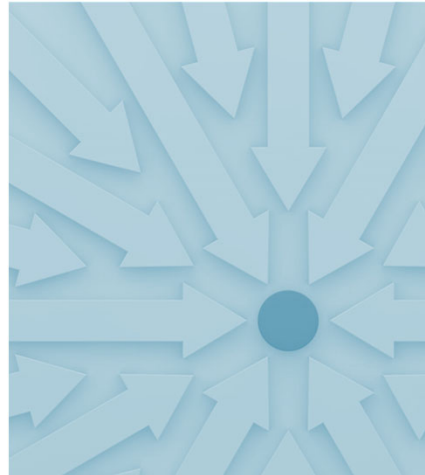
<h2>Agenda</h2>	
Time	Agenda Item
9:00 am	Welcome and Public Comments
9:15 am	Confirm Objectives, Agenda, and Agree on Group Guidelines
9:45 am	Board Self-Assessment Survey and Interview Results
10:45 am	Break
11:00 am	Advance Practice Governance: Meeting Effectiveness
12:00 pm	Lunch
12:30 pm	Discussion: Generative Governance
1:30 pm	Generative Governance Discussion Topics for 2022
2:15 pm	Action Planning for 2022 and Beyond
2:45 pm	Closing Comments
3:00 pm	Adjourn

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## Board Workshop Objectives

- Discuss Board Self-Assessment Results
- Continue to Advance Generative Governance at Jefferson
- Identify Next Steps and Board Goals for 2022 and Beyond



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*Every Meeting has...*

### Meeting Content

- Official purpose
- Formal rules
- Written agenda

### Group Process

- Feelings and needs
- Informal leadership
- Group dynamics
- Decision-making involvement
- Interpersonal communications



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*You are cordially invited to...*

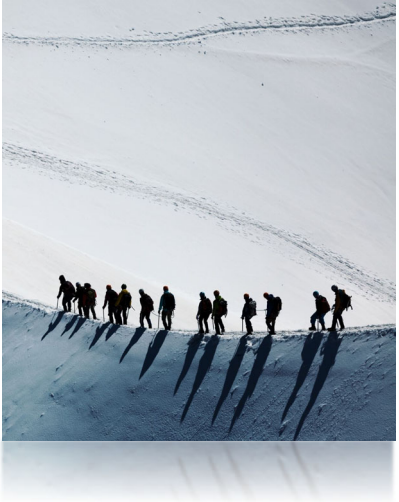
## Lower the Waterline

- Talk about how the process component is affecting decisions
- Be aware of the group dynamic influence
- Share concerns about possible decisions
- Speak openly about interpersonal communication breakdowns

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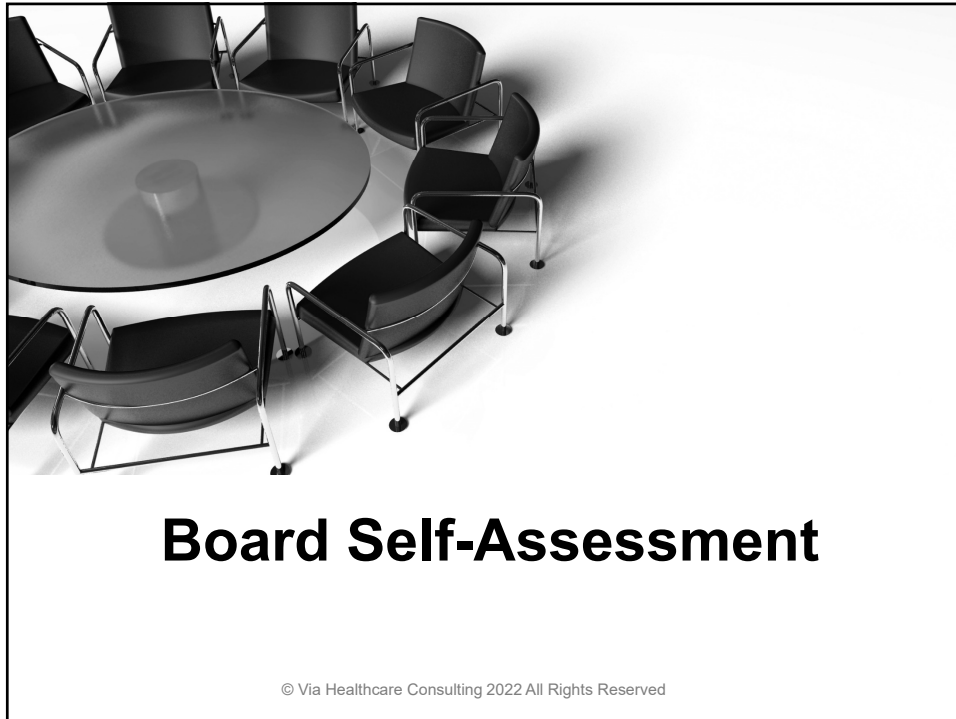
## Group Guidelines



- “Lower the water line” (discuss how group dynamics are impacting the discussion at hand)
- Be honest and kind
- Declare “Devil’s Advocate” (taking a position for argument’s sake, one that you may not believe)
- Avoid side conversations
- Be fully engaged (no smart phone gazing)
- Use modified consensus decision-making
- Ensure all actions are assigned
- Utilize a parking lot to keep discussion focused and moving forward

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## Background

- Board of Commissioners participated in a board self-assessment (BSA) in fall 2021.
- We now have multiyear comparison to BSA results gathered in:

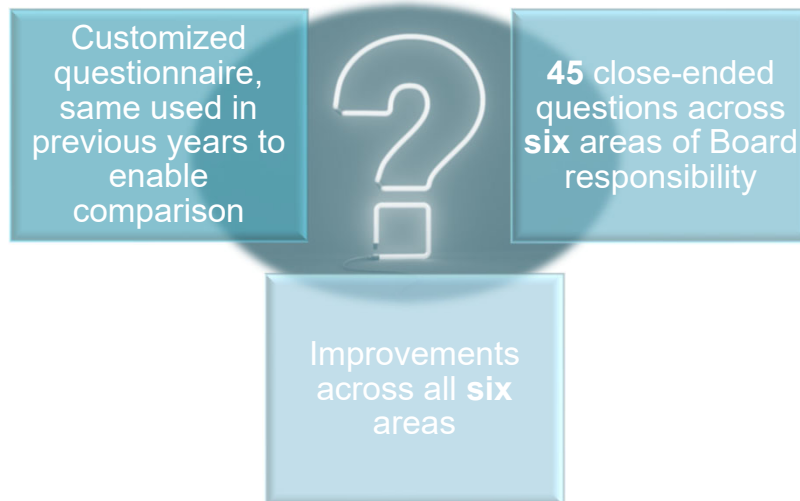
**2017    2018    2019    2021**

- Six areas of board responsibility covered by the survey were:
  - 1) Mission and Planning Oversight: Setting the Strategic Direction
  - 2) Quality Oversight: Monitoring Service, Safety, and Quality
  - 3) Legal and Regulatory Oversight: Ensuring Organizational Integrity
  - 4) Finance and Audit Oversight: Following the Money
  - 5) Management Oversight: Enhancing Board-Executive Relations
  - 6) Board Effectiveness: Optimizing Board Functioning

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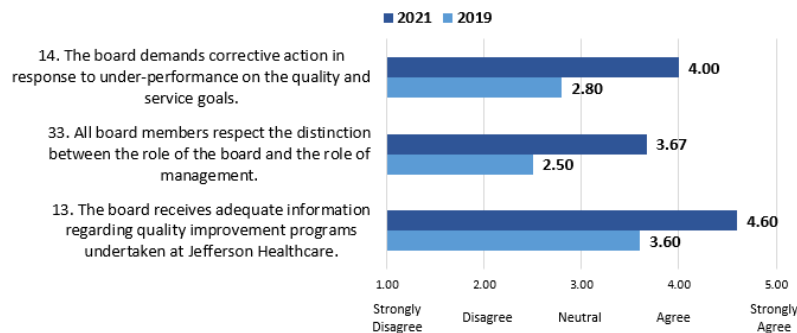
## 2021 BSA Highlights



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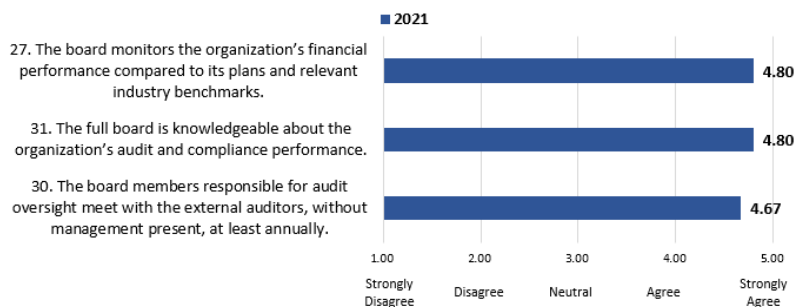
## Statements with Greatest Improvement between 2019 and 2021 across All Sections



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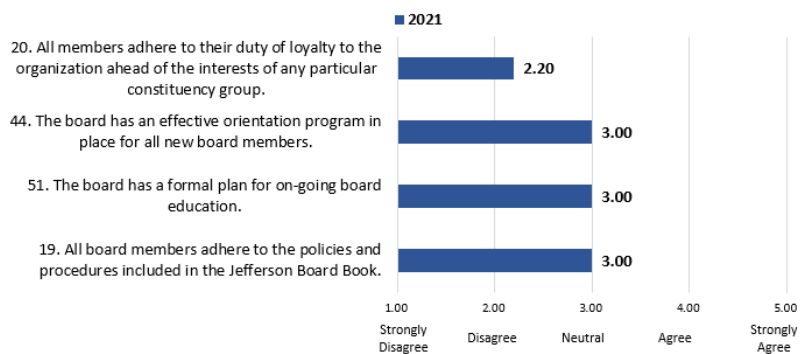
## Highest Rated Statements Across All Sections



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## Lowest Rated Statements Across All Sections



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## Overall Results

All five commissioners participated in the online BSA survey, while four commissioners participated in individual phone interviews with the fifth commissioner submitting written responses.

Overall, commissioners expressed a general consensus that the board has continued to improve its effectiveness.

Commissioners expressed pride in Jefferson's response to the COVID-19 pandemic and appreciated how the board and community came together to support Jefferson's work and mission.

Commissioners believed they had been able to continue the important work of the board with little disruption, despite the challenges of virtual meetings.

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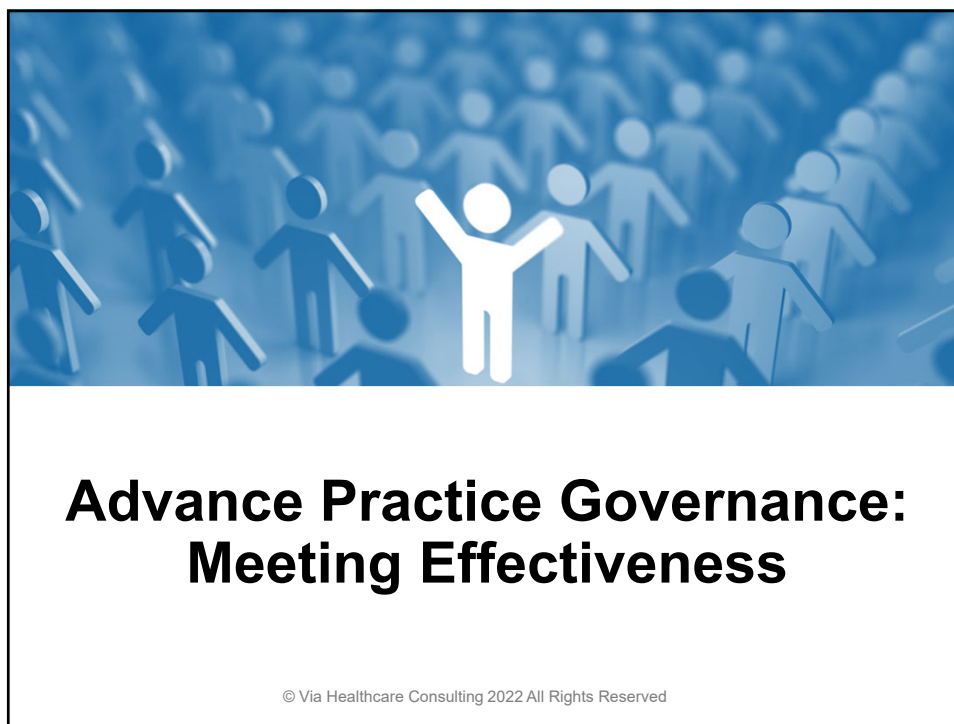
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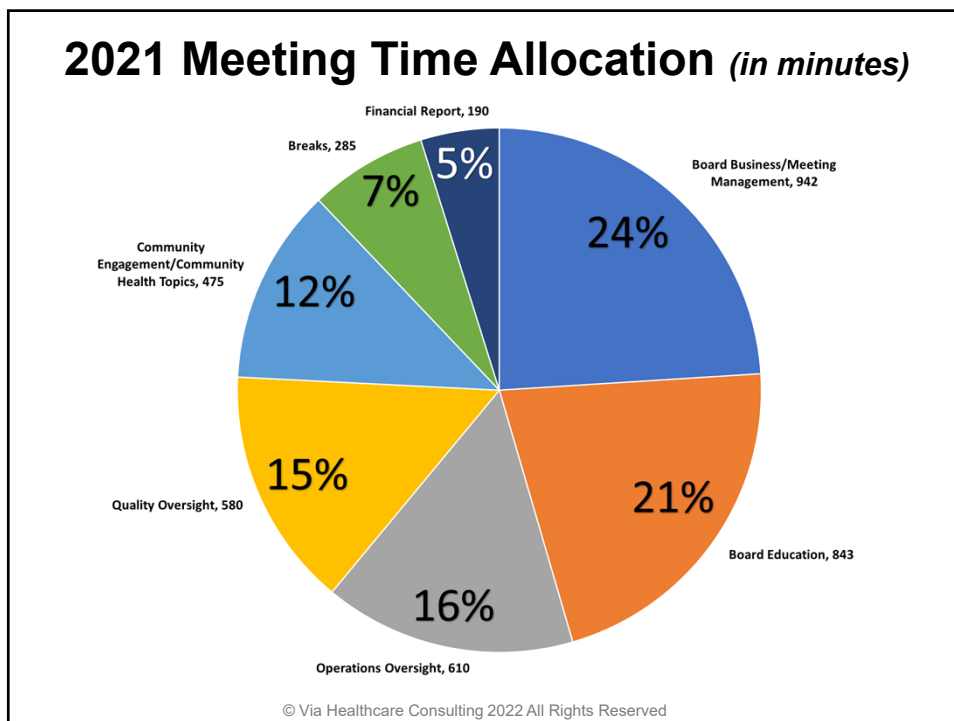
## Break

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## 2021 Meeting Time Allocation Categories

### Board Business/Meeting Management

- Election of officers
- Review Board Book
- Review 2021 Calendar
- BSA
- Board of Health Report
- Letter to Legislation
- Agenda evaluation
- Call to order
- Minutes
- Required approvals
- Meeting evaluation
- Wrap up



### Operations Oversight

- Administrative Report
- Compliance Report
- Team, Employee & Provider of the Quarter
- Executive Session
- 2022 Budget
- Master Site Plan



### Financial Oversight



### Board Education

- Board Governance Education
- Board Education Topic



### Quality Oversight

- Quality Report
- Patient Story
- CMO Report
- Patient Advocate report
- Patient Safety/Quality and Core Frameworks
- Infection Control



### Community Engagement/Community Health Topics

- Generative Governance
- Resolutions
- Contemporary Issues Update
- Recognition of Native Land
- Community Forum



### Breaks

- Break
- Breakfast
- Lunch



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## Dealing with Uncertainty

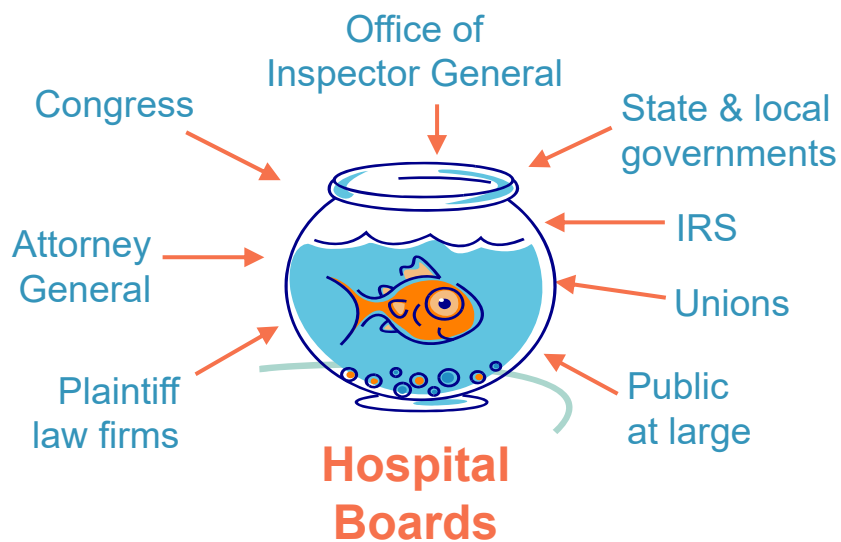
- Stay positive
- Know what you know—and what you don't
- Embrace that which you can't control
- Focus on what matters
- Don't seek perfection nor dwell on problems
- Know when to trust your gut
- Have contingency plans
- When all else fails, *breathe*

Adapted from World Economic Forum article by Travis  
Bradberry, author of Emotional Intelligence 2.0

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## Boards Today: Life in a Fishbowl



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## Risk Takes Many Forms

- Marketplace risks
- Operational risks
- Financial risks
- Governance risks
- Unmanageable risks



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## Managing Risk and Your Fiduciary Duties

CARE	OBEDIENCE	LOYALTY
<i>Duty of Care requires directors apprise themselves of all reasonably available information before taking action and act with attentiveness and care appropriate under the circumstances</i>	<i>Duty of Obedience requires directors be faithful to the charitable purposes and goals of the nonprofit corporation as set forth in the governing documents. It presumes that the mission of the corporation and the means to achieve it are inseparable</i>	<i>Duty of Loyalty requires directors to discharge their duties unselfishly, in a manner designed to benefit only the corporate enterprise and not the directors personally. It incorporates a duty to disclose potential conflicts and a duty to avoid competition with the corporation</i>


Source: Michael Peregrine, McDermott Will Emery

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## Three Important Truths

1. Good decisions can be made with imperfect information
2. What you know today is very different from you are likely to know tomorrow
3. You will never know all that you'd like to know to be confident in all decisions



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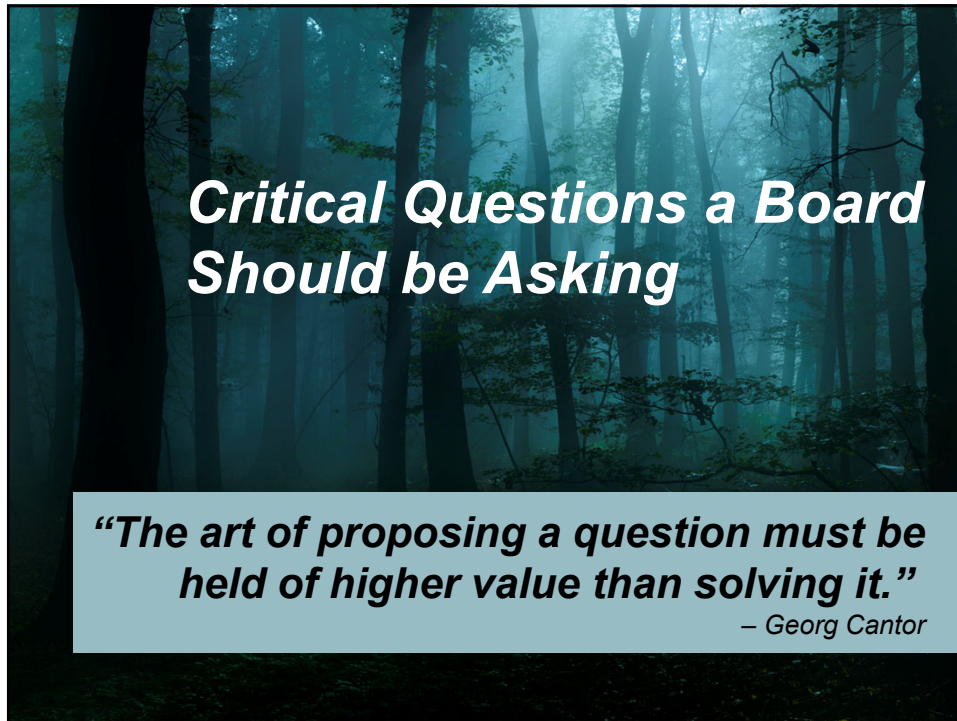
**"We approach management and governance with the N-I-F-O principle:  
Nose In, Fingers Out . . ."**  
James Marley, Chairman  
PinnacleHealth System, Harrisburg, Pennsylvania

**"Savvy boards follow the GEPO rule:  
*Good Enough, Press On.*"**  
Barry S. Bader, publisher of Great Boards  
[www.greatboards.org](http://www.greatboards.org)

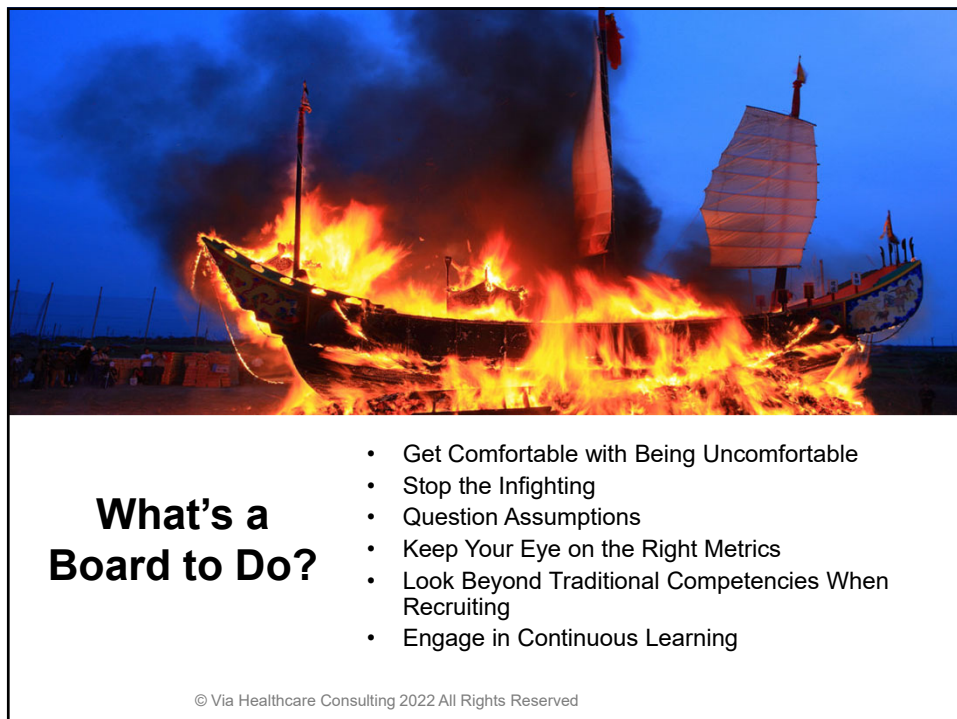


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## Lunch Break

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## Discussion: Generative Governance

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## Why are we exploring generative governance?

- Nonprofit executives and managers are sophisticated professionals and assume leadership roles, so what should the board be focused on?
- Some boards act like managers and have assumed an operational focus and are still recruiting to support operational needs (accountants, government relations, fund-raisers)
- Increasing complexity requires leaders to think and work effectively and concurrently in multiple modes: as managers, entrepreneurs, politicians, visionaries, analysts, culture makers...



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## Common Board Challenges

- Disengaged board
- Sense of rubber-stamping
- Need for more constructive communication
- Lack of role clarity



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## High-Performing Boards Use More Than One Lens to View Their Work



	Fiduciary	Strategic	Generative
What it is	Duty of care, loyalty and obedience, financial and asset stewardship, oversight, compliance, accountability, risk management, set policy	Approve goals and priorities, monitor progress and performance	Identify organization's purpose/mission and values – its identity, ensure mission and values drive strategies, decision-making
Core work	Technical – ensures accountability	Analytical – shapes strategy, review performance	Creative – discerns problems, engage in sense making
Key questions	What's working and what's not?	What's the plan?	What's the question?
Way of deciding	Reaching resolution	Reaching consensus	Grappling and grasping
Performance metrics	Facts, figures, finances, reports	Strategic indicators, competitive analysis	Signs of learning and discerning

Sources: Hurtubise, M., Goodine, S., "Moving Toward a Generative Governance Model," London InterCommunity Health Centre. Brew. A., "Strengthening Leadership and Governance for Nonprofit Boards," PwC Canada. February 23, 2015. "Using Generative Governance Principles for Better Boardroom Conversations," BoardSource. 2017. [www.boardsource.org](http://www.boardsource.org).

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## FIDUCIARY: The Sentinel

Is everything in order?

Purpose:

- Ensure resources are deployed effectively and efficiently;
- Safeguard and protect mission against drift;
- Ensure trustees operate solely in best interests of organization;
- Ethical, legal, policies, oversight of finances, facilities, executive and board performance, compliance, program fit, accountability.



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## STRATEGIC: The Strategist

- Attention shifts from inside to outside – external influences and environment considered
- Details how an organization expects to move from current circumstances to a preferred state
- What drives strategy before strategic planning starts



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## GENERATIVE: The Sense-maker

What is the question?

What does it mean?

What frame are we using to describe the problem?



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## What is Generative Thinking?



Frames questions



Addresses the biggest challenges



Is key to understanding and responding to paradigm shifts



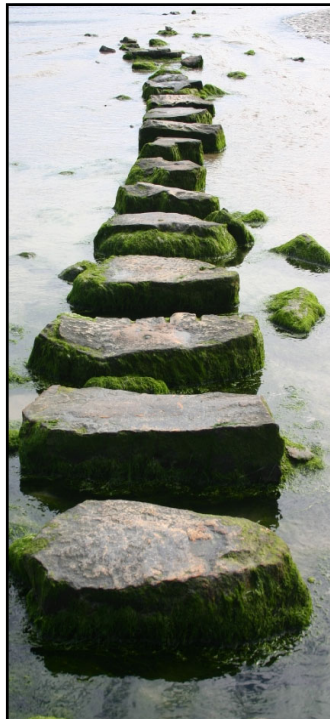
Keeps focus, decision-making on the purpose, mission



Can be most challenging, and most rewarding

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## Move Past Traditional Barriers to Critical Thinking

- Encourage board members to ask questions instead of making statements. During deliberation, break the board up into smaller groups and ask each to discuss different solutions.
- Ask board members to play devil's advocate. Approaching a question from a different perspective could shed light on incorrect assumptions.
- Before discussing an issue, have board members write down the most important question they think should be considered. After doing so, anonymously read the responses and tally all similar questions.
- Think about how decisions are made instead of the final conclusion. Consciously frame discussions. Labelling something an opportunity rather than a problem can influence how it is discussed and perceived. Continually question how an issue is framed, even during deliberation.

© BoardSource: "Using Generative Governance for Better Boardroom Conversations," 2017.

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## Questions for Framing Generative Governance as Part of the Board's Work

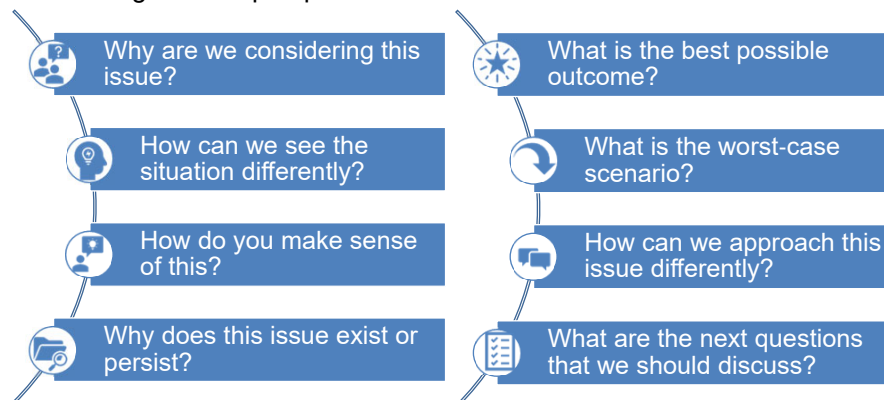
- How do we work at the boundary (internally and externally) to increase our exposure to cues and clues about our organization and our environment?
- What was the most important problem we tackled in the past year?
- What was the most important lesson we learned in the process?
- What should be atop the board's agenda next year?
- What are we overlooking at the organization's peril?
- What is the most valuable step we could take to be a better board?

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## Generative Questions when Discussing Specific Topics

- Questioning should be open-ended, focused on long-term considerations, and related to the organization's mission and goals. Questions with "why" and "how" probe at assumptions and generate new insights. Sample questions shown below.



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## Generative Governance Discussion Topics for 2022

1. Master Plan funding possibilities (5)	13. Explore private/public partnerships for innovation (1)
2. Childcare (4)	14. Transportation issues for vulnerable population (1)
3. Potential added services (3)	15. Dietary food service for employees (home use) (1)
4. Workforce expansion (3)	16. Expanded community outreach (1)
5. Affordable workforce housing (3)	17. Anchor institution (1)
6. Legislative Advocacy (2)	18. Economic factors in Jefferson County (1)
7. Education (2)	19. Hadlock Sewer (1)
8. Wellness and Aquatic Center (2)	20. Ongoing/new pandemics (1)
9. Global climate change implications and local mitigation (2)	21. Generating own electricity (1)
10. Improved internet service (1)	22. Food production (1)
11. Organizational collaborations (1)	
12. Community health improvement efforts i.e., CHIP (1)	

*(Number in parenthesis indicates number of votes for topic)*

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## Action Planning for 2022 and Beyond

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# Understanding Generative Governance\*

## Sample Worksheet

As the governing body of the hospital, the board of directors is entrusted by the community to be stewards of the care services the hospital provides. The board is responsible for developing and reviewing the hospital's mission and strategy, establishing long-term goals and policies, and overseeing execution of plans and adherence to the mission.

"Doing" governance well is undoubtedly complex. But a board's effectiveness can increase as trustees understand and become proficient in three distinct modes of governance – fiduciary, strategic, and generative.

Each mode serves an important purpose. Fiduciary is oversight and compliance. Strategic is directional and goal setting. Generative is both retrospective and forward-thinking; it is how boards make sense of the issues they are about to address, considering the priorities of the organization and the preferred future state. With generative governance, boards work to understand the "it" before trying to solve "it."

### When is the Board in Generative Mode?

The board is in the generative mode when it asks questions and enters into deep discussion. Generative governance gives shape and recognition to the soul of the organization and, effectively, generates the work of the other two modes. Before an organization develops strategies or solves problems, it must first make sense or meaning of itself and its universe. The generative mode is both forward-thinking and retrospective.

Key questions include:

- What does the organization represent and why?
- What is the greater purpose?
- Where was the organization, where is it, and where do we want it to go?

Answers should not come easily, but reached through vigorous, ongoing discussion.

### How Should the Board Approach Discussion and Questioning in Generative Governance Mode?

Questioning should be open-ended, focused on long-term considerations, and related to the organization's mission and goals. Questions with "why" and "how" probe at assumptions and generate new insights. Sample questions shown below.

- Why are we considering this issue?
- How can we see the situation differently?
- How do you make sense of this?
- Why does this issue exist or persist?
- What is the best possible outcome?
- What is the worst-case scenario?
- How can we approach this issue differently?
- What are the next questions that we should discuss?

\*Adapted from: Chait, Richard P., Ryan, William P., and Taylor, Barbara E., *Governance as Leadership: Reframing the Work of Nonprofit Boards*, BoardSource, Inc. 2005.



# Using Generative Governance Principles for BETTER BOARDROOM CONVERSATIONS

Do your board members seem disinterested during meetings? Do your discussions regularly stall? It could be because your board is not being asked to think critically. A board should be a strategic tool for an organization, identifying innovative solutions to advance its mission and support the community served. Too often, however, that is not the case.

For boards looking to take their performance to the next level, generative governance could be the answer. Generative governance moves past mundane tasks like reporting and rubber-stamping proposals. It provides an opportunity for boards to deepen their analysis and focus on more abstract concepts in order to be better able to adapt to a changing environment.

## THREE MINDSETS

Three key mindsets, each building on the previous, create a strong foundation for generative governance. Boards often need to start with the most basic, fiduciary oversight, and build over time and conscious effort towards generative insight.

- 1. Fiduciary oversight:** Comprising many different financial aspects, fiduciary oversight requires the board to review and approve budgets, establish monetary policies, ensure adequate reserves, and enhance the organization's reputation by promoting transparency and avoiding unnecessary risk.
- 2. Strategic oversight:** The board must work with the chief executive and other leaders to set a direction and define the organization's goals. The emphasis is on the partnership between the board and organizational staff—board members should be engaging as a strategic partner in developing and evaluating the organization's direction, not simply reacting to proposals from the chief executive.
- 3. Generative insight:** Along with the chief executive, the board must use generative insight to analyze problems and tackle ambiguous situations, which helps shape the organization's strategies and decisions. When providing insight and understanding about key issues or questions, generative insight requires that the board have a strong understanding of the organization's identity in order to tailor their solutions to the organization's goals and values.

Generative insight is often the most difficult mindset for boards to master, and can require them to step out of their comfort zones as organizational stewards. However, combining strong foundations in each of the three mindsets allows the board to achieve a higher level of leadership and governance.

## USING GENERATIVE GOVERNANCE PRINCIPLES FOR BETTER BOARDROOM CONVERSATIONS

**Adopting the third mindset**

Oftentimes, board members can be so comfortable with fiduciary oversight that it is difficult to grasp the concepts inherent to generative insight. A few key tactics can help board members adopt a new mode of governance

- **Clearly define generative insight.** If board members don't fully understand what generative insight is, how will they be able to put it into practice? Allow elongated discussions about what generative governance is, how it can impact the board and organization, and why board members may be struggling to understand or embrace the change.
- **Practice all three types of governance.** Being able to define and consciously think in each of the three mindsets will help board members identify what distinguishes generative governance and how they need to change their ways of approaching conversations.
- **Recognize that using all three mindsets takes time.** Introducing generative governance to a board will not happen overnight. It takes a commitment from all board members, an understanding of what generative insight is and how to use it in the boardroom, and practice. The board chair and chief executive must ensure board members do not get frustrated, instead opening up discussion about specific challenges and inviting questions and comments.

**FOUNDATION OF GENERATIVE GOVERNANCE**

In order to embrace a new mode of governance, board members must be prepared to engage on a different level than they did previously. Generative governance requires board members to analyze and discuss issues from a macro lens. This requires preparing for board meetings and asking different — and better — questions. Instead of focusing on the immediate, short-term considerations — such as whether or not the budget is balanced — the board should think deeper, instead asking about whether the budget reflects organizational priorities and advances the mission.

**Restructuring board meetings**

One major piece of the board's operating procedures that will likely need to change when transitioning to a generative mode of governance is the way board meetings are structured. Board members must feel that they have the time and resources for critical thinking and debate.

**Consent Agenda**

If the board has not already adopted a consent agenda, it should. Many boards spend the majority of their meetings reviewing reports and approving new projects, leaving little time for critical thinking. Removing the amount of time spent rubber-stamping similar issues at the beginning of each board meeting allows for more time for discussion of bigger-picture issues.

**Meeting Agenda**

The organization's chief executive and board chair should work together on the meeting agenda to ensure enough time is built in for board members to thoroughly discuss and analyze critical issues. Additionally, the most important issues should be discussed first and any related items should be placed together in case information from one item informs the other.

When first introducing generative governance, the chief executive and the board chair may struggle with formulating the right questions to encourage generative discussions. Starting with [catalytic questions](#) can help, but beyond that, questions should be open-ended, focus on long-term considerations, and relate to the organization's mission and goals. Restructuring meetings to emphasize generative governance requires a strong partnership between the chief executive and board chair, especially as it relates to stimulating discussion and encouraging the board to think critically.

## USING GENERATIVE GOVERNANCE PRINCIPLES FOR BETTER BOARDROOM CONVERSATIONS

**Pre-reading**

When board members have not adequately prepared for meetings, too much time is spent reviewing documents and getting everyone up to speed. If the board is planning to discuss a newly proposed project or an issue impacting the community the organization serves, all board members should be given pre-reading well in advance of the board meeting to ensure they have time to digest the necessary information and come to the table prepared to share their opinions.

**Board Composition**

All boards have a number of different personalities and working styles, which can make deliberation and decision-making difficult. One of the most important steps in encouraging discussion is to ensure no one dominates the conversation. It's important to hear from everyone in the room to stimulate discussion and eventually arrive at a better decision. Diversity on boards is a critical component of critical thinking — not just racial, ethnic, or gender diversity, but diversity of thinking styles and problem solving. Encouraging new ways of analyzing ideas and approaching big-picture questions helps deepen discussion.

**MOVE PAST TRADITIONAL BARRIERS TO CRITICAL THINKING**

Certain problems that plague many board meeting discussions can be especially problematic for boards practicing generative governance. To encourage robust discussion, all board members must feel comfortable speaking their minds, but must also question assumptions, decisions, and conclusions — even their own! — to ensure common deliberation issues do not impact boardroom discussions. Identifying barriers to critical thinking is the first step towards promoting effective conversations. The next is to take steps to minimize the effect of many of these impediments.

🚩 **Barrier:** Fear of being wrong or changing one's opinion due to group consensus

**Approach to mitigating:** Encourage board members to ask questions instead of making statements. During deliberation, break the board up into smaller groups and ask each to discuss different solutions.

🚩 **Barrier:** Clarifying the difference between a “gut feeling” and information that a board member knows to be correct because of supporting data or testing

**Approach to mitigating:** Ask board members to play devil's advocate. Approaching a question from a different perspective could shed light on incorrect assumptions.

🚩 **Barrier:** Wedding oneself to an initial assumption or conclusion or assuming everyone in the room agrees on a solution

**Approach to mitigating:** Before discussing an issue, have board members write down the most important question they think should be considered. After doing so, anonymously read the responses and tally all similar questions.

**CRITICAL ITEMS FOR CHIEF EXECUTIVES**

It's not just the board that will be impacted by a new governance model. An organization's chief executive must also be prepared for a change in boardroom dynamics. There are six critical things that effective chief executives must be able to do to:

- ensure that nothing is 'undiscussable' in the boardroom
- not think they have all the right answers or even all the right questions
- invite dissent
- share information, power, and leadership opportunities
- not shy away from questions from the board — understand governance is a partnership
- not be completely wedded to the past or too far out in front on the board

## USING GENERATIVE GOVERNANCE PRINCIPLES FOR BETTER BOARDROOM CONVERSATIONS

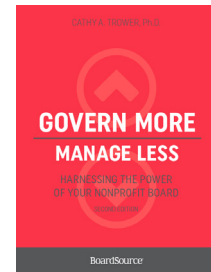
➤ **Barrier:** Assuming board members always make rational decisions

**Approach to mitigating:** Think about how decisions are made instead of the final conclusion. Consciously frame discussions. Labelling something an opportunity rather than a problem can influence how it is discussed and perceived. Continually question how an issue is framed, even during deliberation.

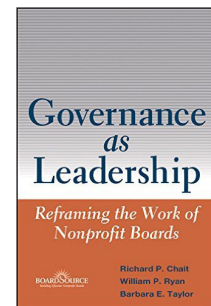
Generative governance is not a one-size-fits-all solution. The board and organizational leaders must mutually decide to adopt a governance as leadership model and then identify the best way to move forward. If the board is not ready, it should not half-heartedly attempt to implement generative governance — a half-adopted model can be worse than none at all.

Successfully adopting a generative governance model, however, can lead to higher-level thinking, more engaging and effective board meetings, and a stronger organization.

## HELPFUL RESOURCES



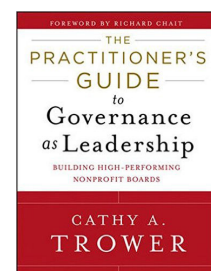
[Govern More, Manage Less](#)



[Governance as Leadership](#)



[Meeting, and Exceeding Expectations](#)



[The Practitioner's Guide to Governance as Leadership](#)