



*Hospital and Health System*

# Board Self- Assessments

Handout packet

By

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# Practical Governance Group

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J. Larry Tyler is Chairman and CEO of Practical Governance Group, a team of healthcare consultants and academicians passionate about good governance and the education of healthcare boards. Among the group's activities are conducting board presentations, board retreats, board self-evaluations, and board and CEO succession planning, as well as writing comprehensively on governance issues. Errol Biggs, PhD, FACHE, head of the Healthcare Administration program at the University of Colorado Denver, and Larry co-authored *Practical Governance*. Published by Health Administration Press, it offers useful advice on topics that matter most to healthcare boards – from structure to strategic planning.

Larry has spoken on governance for numerous hospital associations and health systems. Since 1983, he has served as faculty at the American College of Healthcare Executives' Congress on Healthcare Leadership. Among his seminars are "CEO Governance Roundtable" and the governance portion of ACHE's Fellowship immersion course. Larry is an adjunct professor in health administration of the University of Colorado Denver and the University of Alabama at Birmingham.

Originally from Washington, a small, historic town in eastern Georgia, Larry began his professional career on the audit staff of Price Waterhouse & Co. and became a Certified Public Accountant in 1975. Three years later, he founded Tyler & Company, which conducts executive-level searches for the healthcare industry. Tyler & Company is repeatedly named by *Modern Healthcare* as one of the largest executive search firms in healthcare.

In 2008, Larry was named by *BusinessWeek* as "one of the top 100 most influential headhunters in the world." He shares his knowledge and nearly 40 years of experience as a healthcare executive recruitment consultant in the pages of *Tyler's Guide: The Healthcare Executive's Job Search* (fourth edition), which takes readers from beginning to end of the job-change process. Throughout his career, Larry has had the pleasure of partnering with healthcare organizations and leading search assignments resulting in thousands of successfully placed healthcare executives. Of these, more than 185 were health system or hospital CEOs across the United States.

Today, Larry is Chairman Emeritus of Tyler & Company, which in 2013, became part of Jackson Healthcare, one of the largest healthcare staffing companies in the United States. He serves as Senior Vice President of Jackson Executives, a firm that specializes in placing interim healthcare executives.

Please see page 3 for more achievements, certifications and accolades. Larry's governance activities include:

### Lectures at the American College of Healthcare Executives' (ACHE) Congress on Healthcare Leadership

- Lessons from *Practical Governance* (2001)
- 360° Feedback and Competencies for Healthcare Executives (2003)
- Board Self-Evaluation (2002 and 2003)
- Succession Planning in US Hospitals (2004)
- Governance Roundtable (CEOs only) (2005 to present)

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## **Board Retreats and Self-Evaluation**

- Baptist Health System of East Tennessee, Knoxville, TN
- Benefis Healthcare, Great Falls, MT
- Blanchard Valley Health System, Finley, OH
- Campbell Health System, Weatherford, TX
- Cape Fear Valley Health System, Fayetteville, NC (2008)
- Danville Regional Medical Center, Danville, VA
- Dubuis Health System, Houston, TX
- East Jefferson Medical Center, Metairie, LA
- Faith Regional Health Services, Norfolk, NE
- Haywood Regional Medical Center, Clyde, NC (2008)
- Kaweah Delta Hospital District, Visalia, CA
- Maury Regional Medical Center, Maury, KY
- Richland Memorial Medical Center, Columbia, SC
- Rockdale Health System, Conyers, GA
- SanteFe Healthcare, Gainesville, FL (2006, 2007 and 2008)
  - AvMed Health Plan; The Haven Hospice; North Florida Retirement Village
- Southern Crescent Hospital for Specialty Care, Riverdale, GA (2011)

## **Speeches and Presentations on Governance**

- Georgia Hospital Association
- Institute for Health Policy, Pittsburgh
- Ohio Hospital Association
- Tennessee Hospital Association
- ACHE Board of Governors Exam Tutorial (2004 to present)
- University of Alabama at Birmingham 28<sup>th</sup> National Symposium (2008), “The Three-Legged Stool: Building a Better Board by Bracing the Governance Leg”
- Texas Hospital Association: “Advanced Board Self-Evaluation” (2008); “CEO and Board Succession Planning” (2009); “Advancing the Board” (2010); “Directing Meaningful CEO Performance Appraisals” (2012)
- Indiana National Guard: “Governing Principles” (2013)
- Nebraska Hospital Association: “Governance” (ACHE course) (2014)
- Crisp Regional Hospital, Cordele, GA: “Being a better governing board” (2014)
- Healthcare Financial Management Association (Georgia board) – “Advancing the board” (2015)
- Shenandoah Medical Center, Shenandoah, IA (board) – “Advancing the board” (2016)

## **Other**

- ACHE/VHA closed-circuit TV broadcast, “Lessons From Practical Governance”
- ACHE Immersion Course for ACHE Exam, Governance speaker (2006 to present)
- ACHE Exam/On-Line Prep Course (Governance, narrative and slides) (2004 to present)
- Healthcare Financial Management Association (Georgia board) – facilitation sessions (2015 and 2016)
- Video – CEO Performance Appraisal, Governance Institute
- Webinars – Texas Hospital Assoc., “Board Self-Evaluation” (April 2009) and “Board Succession Planning” (July 2010)  
Georgia Hospital Association, “Advancing the Board” (2016) and “Board Self-Evaluations (2016)
- Georgia State University Master of Science in Health Administration program – “Governance 101” (2012 to present)
- University of Alabama at Birmingham Executive MBA program – “Governance 101” (2005, 2007, 2009, 2011 to present)
- University of Alabama at Birmingham Health System Leadership – “Governance 101” (2012 to present)
- University of Georgia Master of Public Health program – “Governance 101” (2013)
- Chairman’s Society – founder of this organization dedicated to training board chairs and CEOs  
Hosted two national meetings (2003 and 2004)

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**FACHE, FHFMA, CMPE**

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## Other (continued)

- Former Chairman, American Association of Healthcare Consultants
- Board Member, Hewanorra Health Volunteers (2009 to present)
- Board Member, Signium International (2008 to 2013)
- Member, National Association of Corporate Directors (2004 to present)

## Articles

- “Building a Better Board” (co-authored with Biggs), *Frontiers* (Summer 2015)
- “CEO Performance Appraisal” (co-authored with Biggs), *Trustee Magazine* (May 2001)
- “Board Selection and Composition” (co-authored with Biggs) *Healthcare Executive* magazine (May 2002)
- “Conflict of Interest: Strategies for Remaining ‘purer than Caesar’s wife’” (co-authored with Biggs), *Trustee* (March 2004)
- “What kind of CEO Will Your Hospital Need Next? A Model for Succession Planning” (co-authored with Garman) *Trustee* (October 2004)
- “Why Succession Planning May not be on Your Board’s Agenda – But Should Be” (co-authored with Garman) Boardroom Press (April 2005)
- “Succession Planning at the Top, Current Effective Strategies” (co-authored with Garman), *Chief Executive Officer* (Winter 2005). Reprinted in *Healthcare Executive* (May 2006)
- “Getting a Grip on Governance” (co-authored with Biggs), *Frontiers of Health Service Management* (November 2005)
- “CEO Performance Appraisal” (white paper), *The Governance 100*
- “Case Study: Board Chair Succession Planning” (co-authored with Harris W. Brooks), *Texas Healthcare Trustees’ Trustee Bulletin* (Spring 2011)

## Succession Planning

- Blue Ridge HealthCare, Morganton, NC
- Murray Regional Medical Center, Murray, KY
- Ellis Medicine, Schenectady, NY
- Carillion Health System, Roanoke, VA
- Palmetto Health Alliance, Columbia, SC

## Quoted

- “Wanted: A Few Good Trustees” by Michele Belcher, *Trustee* (March 2002)
- “Governance 101” by Sheri Mycek, *Trustee* (January 2004)

Larry is a Fellow of the American Association of Healthcare Consultants, where he served as Chair of the Board from 1994 to 1995. In 1989, he was named recipient of the association’s Chet Minkalis Service Award. In 1995, he was cited by his peers as one of the top search consultants in the United States in the book, *The New Career Makers*, by John Sibbald. Larry is a Fellow of the American College of Healthcare Executives (ACHE), where he served as a Chair of the Career Development Committee from 1994 to 1996 and two years on the Editorial Board of *ache.org*. Larry has served consecutively since 1983 as faculty at ACHE’s annual Congress on Healthcare Leadership. In 1997, he received ACHE’s Regent Award for Georgia. In 2010, he received ACHE’s President’s Award for his “tireless contribution to ACHE’s career advancement efforts.” Larry received in 2012 ACHE’s Exemplary Service Award, the association’s highest service award, for his commitment of volunteer service to the healthcare management profession. And in 2014, he was elected to serve on the Council of Regents, ACHE’s legislative body. Larry also is a Fellow of the Healthcare Financial Management Association (HFMA), where he served on the Editorial Advisory Board of its journal, *Healthcare Financial Management*. He is a recipient of three of HFMA’s awards for personal participation (Follmer, Reeves and Muncie). He is a Certified Medical Practice Executive of the American College of Medical Practice Executives.

## Education

Master of Professional Accountancy  
Bachelor of Science, Industrial Management

Georgia State University, Atlanta  
Georgia Institute of Technology, Atlanta

# BOARD JOB DESCRIPTIONS

## Chairperson of the Board

### Function

The Chairperson of the Board presides at all meetings of the board of directors and the executive committee, oversees implementation of corporate and local policies, ensures that appropriate administrative systems are established and maintained, while managing the actions and directions of the board.

The Chairperson of the Board represents the highest level of the board and works cooperatively with the organization's CEO.

### Responsibilities

- Directs the board and facilitates meetings
- Sets an example for other board members
- Ensures board members focus discussions on the common goals of the organization
- Serves as advisor to the CEO on matters of governance and board relations
- Serves as spokesperson of the board for internal and external constituencies
- Serves an ex-officio member of all board committees, standing and ad hoc
- Designates chairs of board committees
- Delegates or executes the policies established by the board
- Calls special meetings of the board when necessary
- With the CEO, formulates board meeting agendas
- With the other officers and input from the board, monitors the performance of the CEO, including annual performance and salary reviews
- Aids in the recruitment and orientation of new board members
- Assumes other responsibilities and tasks as directed by the board

## Vice-Chairperson of the Board

### Function

The Vice-Chairperson of the Board serves to fulfill the duties of the Chairperson in the event of his/her absence or disability and performs other duties as may be assigned by the Chairperson.

### Relationship

The Vice-Chairperson of the Board reports directly to the Chairperson.

## **Vice-Chairperson of the Board** *(continued)*

### Responsibilities

- Performs the duties of the Chairperson in his/her absence
- Serves on the Executive Committee
- Chairs at least one major committee
- Assists the Chairperson in monitoring the implementation of board-established policies
- With the other officers and input from the board, monitors the performance of the CEO
- With the other officers and input from the board, conducts annual performance and salary reviews of the CEO
- Works closely with the Chairperson to develop and implement officer transition plans

### **Board Member**

#### Function

A board member serves to elect, monitor, appraise, advise, stimulate, support, reward, and when necessary or desirable, change top management.

#### Relationship

A board member exists to meet the needs of the people the organization serves.

### Responsibilities

- Attends board meetings
- Serves on board committees and gains knowledge about their function
- Reads carefully agenda materials prior to board meetings
- Participates in board orientation and continuing education
- Keeps all board deliberations confidential
- Avoids potential personal and/or professional conflicts of interest
- Approves annual budgets
- Understands the organization's mission and vision
- Avoids interference in hospital operations
- Establishes corporate policy
- Develops and recommends strategic directions and financial plans for the organization
- Establishes evaluation criteria for key board officers and the CEO
- Elects officers (Chairperson, Vice-Chairperson, Treasurer, Secretary) at annual board meetings
- Represents the hospital to the community
- Participates in fundraising activities
- With the board officers, monitors the performance of the CEO
- Reviews results achieved by management in keeping with the organization's mission and goals

(Name of Organization)

**BOARD MEMBER ANNUAL PERFORMANCE APPRAISAL**

*Completed by the Governance Committee  
and communicated by Board Chair or Governance Committee Chair*

(Short Version)

Assessment	Exceeds Expectation	Meets Expectation	Below Expectation
A. Director is current in knowledge and understanding of the following:			
1. Mission and goals;	_____	_____	_____
2. Hospital's priorities;	_____	_____	_____
3. Hospital's financial status;	_____	_____	_____
4. Quality of care issues.	_____	_____	_____
B. Director has been able to devote sufficient time to board responsibilities, including reviewing and analyzing board materials before each meeting.	_____	_____	_____
C. Director regularly attends board meetings and actively participates.	_____	_____	_____
D. Director's skill set is relevant to current competitive environment.	_____	_____	_____
E. Director has satisfactory working relationships with the board chair, other board members, and CEO.	_____	_____	_____

\_\_\_\_\_  
Director

\_\_\_\_\_  
Date

\_\_\_\_\_  
Chair (Board or Governance Committee)

\_\_\_\_\_  
Date

(Name of Organization)

**BOARD MEMBER ANNUAL PERFORMANCE APPRAISAL**

*Completed by Governance Committee  
and communicated by Board Chair or Governance Committee Chair*

(Long Version)

	<u>Limited</u>	<u>Acceptable</u>	<u>Expected</u>	<u>Impressive</u>	<u>Exemplary</u>
	(1)	(2)	(3)	(4)	(5)
1. Commitment:					
a. Prepares for meetings	_____	_____	_____	_____	_____
b. Regularly attends board meetings	_____	_____	_____	_____	_____
c. Reads, and participates in board education programs	_____	_____	_____	_____	_____
2. Understands role:					
a. Knows appropriate organizational channels of operation	_____	_____	_____	_____	_____
b. Considers other viewpoints	_____	_____	_____	_____	_____
c. Willing to compromise	_____	_____	_____	_____	_____
3. Decision making:					
a. Strives for necessary information	_____	_____	_____	_____	_____
b. Willing to make decisions with less than total information when necessary	_____	_____	_____	_____	_____
c. Takes appropriate risks	_____	_____	_____	_____	_____
d. Supports board decisions	_____	_____	_____	_____	_____
e. Challenges decisions, with cause	_____	_____	_____	_____	_____
4. Analytical skills:					
a. States issues and problems clearly and concisely	_____	_____	_____	_____	_____
b. Conclusions reflect good judgement and thoughtful evaluation	_____	_____	_____	_____	_____
c. Understands results of decisions	_____	_____	_____	_____	_____
d. Opinions and comments reflect adequate knowledge of health care industry	_____	_____	_____	_____	_____
5. Dependability:					
a. Follows through on commitments	_____	_____	_____	_____	_____
b. Reports and projects are on time	_____	_____	_____	_____	_____

<u>Limited</u>	<u>Acceptable</u>	<u>Expected</u>	<u>Impressive</u>	<u>Exemplary</u>
(1)	(2)	(3)	(4)	(5)

6. Personal traits:					
a. Remains poised under stress	_____	_____	_____	_____	_____
b. Tactful	_____	_____	_____	_____	_____
c. Appropriate appearance	_____	_____	_____	_____	_____
d. Gets along with people	_____	_____	_____	_____	_____
e. Sensitive to other's feelings	_____	_____	_____	_____	_____
Total	_____	_____	_____	_____	_____

**GRAND TOTAL** \_\_\_\_\_

\_\_\_\_\_ 22-44 Limited

\_\_\_\_\_ 45-66 Acceptable

\_\_\_\_\_ 67-88 Expected

\_\_\_\_\_ 89-110 Impressive

\_\_\_\_\_ 111-120 Exemplary

Action taken \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  
Director

\_\_\_\_\_  
Date

\_\_\_\_\_  
Chair (Board or Governance Committee)

\_\_\_\_\_  
Date

## ***Board Self Assessment Process, with Sample Assessment Tool***

Not too long ago, it was unheard of for boards to even think about the need to do a self-assessment, let alone to do one. However, as with so many other things in healthcare, that is changing, and recent upheavals in the corporate world almost compel any responsible board to take a closer look at how it is functioning. Many regulatory or quasi-regulatory bodies in both the nonprofit and for-profit sectors require boards to complete a self-assessment process on a regular basis, The Joint Commission and the New York Stock Exchange among them.

Boards which complete a self-assessment program seem to quickly solve many of their problems, even some which have plagued them for years. It is one more way for a board to fulfill its commitment to quality, for itself as well as for the hospital or health system as a whole.

One example of a self-assessment process utilized by several hospitals is discussed here. Although there are many ways a board can complete the procedure, it is better to have an outside consultant coordinate the project than someone internal to the organization. This avoids any conflict of interest or appearance of conflict of interest, and board members seem to feel more free to share their thoughts if an objective outsider is handling the survey tool and compiling the results. However, it is better for the hospital board to do something, including completing the process internally, than to do nothing at all. Steps in the process, regardless of who is coordinating, follow below:

### **Step One**

Before a scheduled retreat when the board is going to do its self-evaluation, a survey tool is sent to board members for anonymous response. Below are 30 sample questions that have been refined and updated on a regular basis. A board may certainly add specific questions relating to a particular environment or situation, or delete questions considered less relevant. A deadline date for response return should be provided, to encourage members to respond in a timely manner.

**BOARD OF DIRECTORS  
SAMPLE SELF-ASSESSMENT**

Please check one answer for each question/statement. Results will be tabulated to reflect how board members feel about each question as a group. The questions are answered anonymously and no individual response is ever identified. The goal is to determine how the board relates to these items as a group. **If you are not sure of an answer, please leave it blank.**

**Please return by:** \_\_\_\_\_

**Please email, fax, or mail your answers to:** \_\_\_\_\_

	<b>Questions/Statements</b>	<b>Strongly Agree</b>	<b>Agree</b>	<b>Somewhat Disagree</b>	<b>Disagree</b>
1.	Each board member knows and is comfortable with the hospital's current mission statement.				
2.	Proposals brought before the board are evaluated to ensure they are consistent with the hospital's mission, vision, goals and objectives.				
3.	The board has adopted a strategic plan, which is reviewed on a regular basis.				
4.	The board generally understands the concept of "co-opetition" – whereby physicians cooperate with the hospital at times, and compete with the hospital in other situations.				
5.	Participation of physicians and/or nurses is sought in the governance process, to assist the board in fulfilling its responsibilities regarding the provision of quality patient care.				
6.	Membership on the board is open to physicians or other health professionals who function as regular board members and who have been selected by the same criteria as other members of the board.				
7.	The board appoints individuals to the medical staff based on clearly established criteria and a medical staff recommendation.				
8.	The board reviews comparative statistical data on the quality of the hospital's clinical services and patient care, and sets targets to ensure improvement.				
9.	The board reviews and adopts an annual budget, setting revenue and expense targets, and considers regular reports during the year to determine compliance.				
10.	The board approves specific parameters on items such as debt, liquidity, return on investment, and other financial ratios, to provide early warning signals of financial problems.				

	<b>Questions/Statements</b>	<b>Strongly Agree</b>	<b>Agree</b>	<b>Somewhat Disagree</b>	<b>Disagree</b>
11.	The board adopts a long-term capital expenditure plan that estimates projected sources, costs, and uses of future funding for buildings and equipment.				
12.	Board policies and criteria for the selection of new members are clearly defined and followed to ensure continuing leadership and accessibility of needed knowledge and skills.				
13.	The board evaluates its performance to determine its effectiveness and to identify needed skills and knowledge for board continuity and growth.				
14.	The board periodically reviews its size, structure, committees, materials it receives for meetings, tenure of members, officers, and committee chairpersons.				
15.	The board or its executive committee conducts an evaluation of the CEO each year using specific criteria agreed upon in advance with the CEO.				
16.	The board understands and values the difference between the board's policy making role and the CEO's management role.				
17.	The board communicates effectively with the CEO regarding goals and expectations.				
18.	The board supports the CEO in his/her relationships with the medical staff.				
19.	The board has a policy regarding identification and resolution of real or perceived conflicts of interest by its members and/or the administrative staff.				
20.	All members of the board have job descriptions and understand their responsibilities, roles, and duties.				
21.	All members of the board participate in an orientation program and continuing education.				
22.	The board regularly reviews data about the medical staff to ensure future staffing will be adequate regarding numbers and needed specialties.				
23.	The chairperson ensures all board members have equal opportunity to participate, time is not monopolized by a few, and agenda items are appropriately handled following adequate discussion.				
24.	The board has a written job description for the position of board chair.				
25.	The board has a clear chair selection and succession process, which is utilized.				
26.	The board has a position of chair-elect, or its equivalent, which is filled one year before the individual assumes the office of chair.				

	<b>Questions/Statements</b>	<b>Strongly Agree</b>	<b>Agree</b>	<b>Somewhat Disagree</b>	<b>Disagree</b>
27.	The chair's performance is evaluated by the board.				
28.	The board reviews and discusses emerging healthcare innovations and changes in healthcare technology as part of the continuing education programs which occur at board meetings or during board retreats.				
29.	The board represents the hospital to the total community and does not advocate for any particular constituency or geographical area.				
30.	Despite individual disagreements and compromises, the board consistently reaches decisions that allow it to move forward in a unified fashion.				

Comments

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## Step Two

The responses are sent to the consultant who tabulates the answers and identifies those areas where responses show a significant variance.

Interestingly, most boards appear to be in general agreement on 22 to 25 of the questions – that is they strongly agree or agree, and one or two members will be in the somewhat disagree column. However, the responses on four to six of the questions will usually be all over the place, and on a rare occasion, the entire board will respond with disagree or strongly disagree on one of them. These are the questions the board needs to spend time addressing and the consultant can help expedite that process.

In one example, board member's responses to four questions had quite different answers. Using a "shorthand version" of the questions as given in Figure 6.1, the differing responses to questions 2; 13; 25; and 28 are shown on the next page. There were 15 board members, and 15 responses:

### SUMMARY OF RESPONSES (Board of Directors Self-Assessment)

QUESTION	Strongly Agree	Agree	Somewhat Disagree	Disagree
2. Mission appropriate	3/15 (20%)	2/15 (13%)	6/15 (40%)	4/15 (26%)
13. Board performance	2/15 (13%)	6/15 (40%)	3/15 (20%)	4/15 (26%)
25. Chair selection process	4/15 (26%)	2/15 (13%)	5/15 (33%)	4/15 (26%)
28. Board reviews technology	4/15 (26%)	6/15 (40%)	2/15 (13%)	3/15 (20%)

### Step Three

Following tabulation, the consultant needs to assist the board in dealing with the results. The question is, how can the board most effectively discuss these four questions to see if changes can be made that will allow the board to more closely agree on them?

One technique producing some very good results is to divide the board into groups with 3 to 5 board members per group. The four challenged statements from the survey – those having the most disagreement among board members – are rephrased into questions for each group to analyze.

For example, item No. 2 on the survey, *“Proposals brought before the board are evaluated to ensure they are consistent with the hospital’s mission, vision, goals and objectives”* becomes Question No. 1: *“What can we as board do to ensure our decisions are consistent with our mission, vision, goals and objectives?”* Item No. 13 on the survey, *“The board evaluates its performance to determine its effectiveness and to identify needed skills and knowledge for board continuity and growth”* becomes Question No. 2: *“What can we do as a board to more effectively evaluate our own performance and the performance of each board member?”*

Similarly, item No. 25 on the survey, *“The board has a clear chair selection and succession process, which is utilized”* turns into Question No. 3, asking *“What do we need to do to improve our chair selection and succession process?”* Finally, item No. 28, *“The board reviews and discusses emerging health care innovations and changes in healthcare technology as part of the continuing education programs which occur at board meetings or during board retreats”* becomes Question No. 4: *“How can we as a board improve our knowledge of new healthcare technology and other healthcare innovations?”*

Each group is then given a question to review, discuss, and make suggestions for solutions. The suggested solutions are then put in an envelope and passed to the next group, which will repeat the process without looking at the prior group(s) suggestions. The questions continue around the groups in this fashion until they reach the last group that has not yet answered that question. This final group will review what the prior groups have suggested, add its own thoughts if they have not already been covered, and then craft a final recommendation for presentation to the entire board.

Utilizing this technique, each board member has the opportunity to help identify problem areas and contribute to solutions, all board members become involved in creating viable solutions. Before the retreat is over, the board has worked as a team to move forward in a positive fashion. There is ordinarily a great feeling of accomplishment when the work is done in this fashion; no one is left feeling left out or personally challenged, and it sets a great precedent for the handling of any future challenges.