

Tips for Effective Health Center Board Meetings

Board meetings are where a health center board carries out its *governance role*. Health center boards are unique because they must meet monthly as a requirement of the Health Resources and Services Administration (HRSA) Health Center Program (*see the Health Center Program Compliance Manual, Chapter 19: Board Authority*).

Board meetings are critical for the board and Chief Executive Officer¹ (CEO) to accomplish important responsibilities in a collaborative way and require a continuous cycle of planning. While the board chair and CEO set the tone, the success of a meeting depends on active participation by all board members. This resource provides information on meeting practices used by health center boards and tips for better meetings.

Meeting Practices Currently Used By Health Center Boards

As shown in Figure A, the *Health Center Board Practices and Needs Assessment* conducted by the National Association of Community Health Centers found that:

- The most common health center board meeting length is 1 - 2 hours.
- Many boards report using good board meeting practices, such as distributing materials in advance, using an annual calendar or work plan, and meeting in executive session.
- Meetings could be enhanced by practices that streamline information, such as dashboard reports and consent agendas.

Figure A: Board Meetings

Board Meetings		Responses
Typical Board Meeting Length	≤ 1 hour	9%
	1 - 2 hours	69%
	2 - 3 hours	18%
Board Meeting Practices	Meeting materials sent several days in advance	90%
	Video conferencing to supplement or replace face-to-face meetings	85%
	Annual board calendar or work plan	77%
	Executive sessions, with or without the CEO, for confidential discussions	75%
	Dashboard report or other graphic display of center performance	57%
	Consent agenda that combines routine matters in a single action item	54%
	Board portal or password-protected site	43%

¹Also called the “Project Director” in the *Health Center Program Compliance Manual*.

The pandemic also gave boards options to be flexible and modernize meeting practices – e.g., virtual meetings, fewer in-person meetings. Additionally, approximately one-quarter of respondents indicate that their board agendas could focus more on strategy and policy during meetings.

Boards can enhance their meetings by considering the following tips.

Tips For Planning Board Meetings

1 Establish board meeting dates, times, and formats that work for a majority of board members.

- Poll board members periodically about what days and times are convenient. This is important for ensuring each meeting has a quorum – meaning the minimum number of voting members needed to officially hold the meeting.
- Consider what meeting format works best for your board culture and geographic service area. During the pandemic, health center boards pivoted to virtual meetings. Now, boards are striving to remain flexible and deciding whether meetings will be all in-person, *hybrid*, all virtual, or a combination of these formats.
- Assess what other support to offer board members to increase their participation, such as tablets or iPads, hotspots, and other technology for virtual meetings or food for in-person meetings scheduled during mealtimes.

2 Create a board work plan or annual calendar to guide the board's work. (See Appendix 1. Sample Board Work Plan)

- Develop an annual board work plan to help the board chair and CEO balance governance work throughout the year.

Under federal law, health center boards are responsible for a significant number of *requirements*.

- Use the annual board work plan to layout dates and tasks so that issues can be prepared by staff, vetted by committees, and considered by the board. Adjust the plan as circumstances change so that, if urgent issues arise, routine needs are not overlooked.

Tips For Designing Board Meetings

3 Design a thoughtful and strategic board meeting agenda. (See Appendix 2. Sample Board Meeting Agenda)

- Ensure board meeting planning is a collaborative effort between the board chair and health center CEO.
- Create a structured agenda that supports productive board discussions and keeps the meeting on track and on time. Provide a clear framework for how time is allocated, who will lead the discussion, what input is sought, and when decisions will be made.
- Utilize a consistent meeting agenda template, which may include:
 - Time, date, and location of meeting
 - Description of the purpose and outcome of each item, e.g., “discussion only” or “action item”
 - A suggested time for each item, with the most important items at beginning of meeting
 - List of advance materials, including a consent agenda (see *Tip #5*)
 - Time at end of meeting to identify and assign follow-up action steps

4 For each meeting, balance strategic issues, oversight functions, and board education.

- Engage the board regularly in strategic thinking by setting aside time for meaningful discussion of big-picture, future-oriented issues at each meeting. According to the *Health Center Board Practices and Needs Assessment*, nearly one-quarter of respondents indicated that board meetings should focus more on strategy and policy. Organize agenda items to align with the health center's mission and strategic plan. Address strategic issues early in the agenda so that they are not rushed at the end of a meeting.
- Allocate adequate time for required oversight functions and core governance tasks, such as approving the budget, evaluating the CEO, and reviewing the community needs assessment.
- Incorporate training and team building into each meeting whenever possible. Educate the board on issues specific to health centers and governance practices. Make time for board members to get to know each other, which helps foster trust between and among them (see *Tip #12*).

5 Use a consent agenda to streamline board approval of routine tasks.

- Free up valuable meeting time by using a consent agenda that consolidates multiple agenda items into a single action item. It should be reserved for routine items that do not need discussion, such as meeting minutes,

committee reports, and staff reports. Do not use a consent agenda for substantive issues requiring board discussion and deliberation, such as approving the strategic plan, amending the bylaws, or reviewing financial statements.

- Distribute the consent agenda and supporting materials before the meeting. Any board member may remove an item from the consent agenda for discussion. If no items are removed, the consent agenda may be approved by the board with a single vote.

6 Decide when and how to use executive sessions.²

- Consider how the board handles sensitive and confidential matters. Executive sessions can create a safe space for board members to discuss an issue openly and honestly. Generally, executive sessions include board members (with or without the CEO), and other staff and visitors are dismissed. Outside advisors (such as lawyers, auditors, and/or consultants) and very occasionally select senior staff (e.g., CFO) may be invited to present reports, provide professional guidance, and/or share their perspective. The health center's bylaws or policies should include authorization and procedures for executive sessions.
- Excuse the CEO when the board discusses the audit or CEO's performance review and compensation. To maintain trust, the board chair should follow up promptly with the CEO after an executive session to share pertinent themes.

² Note: an *executive session* is different than an *executive committee*, which is a subset of the board that may meet between board meetings.

- Do not report details of the executive session due to their confidential nature. Rather, acknowledge them in the regular board meeting minutes with the following information:
 - When the executive session started and ended
 - Who was present during the executive session
 - The purpose or topics of the executive session (e.g., CEO compensation, litigation, etc.)
 - Any actions taken or decisions made
- Use dashboards to help the board monitor performance and progress. A dashboard translates health center goals – quality, financial, patient experience, strategic plan implementation – into measurable indicators that can be displayed graphically and succinctly.

Tips To Use During a Board Meeting

8 Facilitate orderly, meaningful, and engaging board meetings.

- Establish a clear and consistent approach for meeting procedures:
 - Some boards use *Robert's Rules of Order*, which has strict rules to ensure that all participants have a chance to voice their opinions. However, Robert's Rules can be technical and complicated. If your board spends more time on process than substance, try an alternative.
 - Some boards use *Roberta's Rules of Order*, which is a simpler, friendly format for group dialogue, deliberation, and decision-making.
 - Some boards use more general parliamentary procedures that are less formal and allow more fluid discussion. Common elements include:
 - Call to Order – Opening of the meeting
 - Motion – Proposal for action, followed by discussion
 - Amendment – Modification to a motion before it is voted on
 - Adjourn – Closing of the meeting

The center's legal counsel may keep minutes of executive sessions, which may be shared only with those who attended. Board members should never disclose what was discussed in the executive session.

7 Share board meeting materials in advance and use tools to increase efficiency, such as board portals and dashboards.

- Distribute board packets at least several days, and ideally one week, prior to each meeting so that the board can have productive discussions and make informed decisions. The board packet should include the agenda and relevant reports, e.g., year-to-date financial reports, various quality and financial dashboards, and consent agenda materials.
- Share board packets electronically in a way that works for your board members. Use a password-protected site (e.g., a SharePoint drive) or board portal that provides a central location for board members to access meeting materials, governance policies, and other information 24/7. Board portal providers include *Board Effect*, *NASDAQ Boardvantage Board Portal*, and *Boardable*.³

³ NACHC does not endorse any particular board portal solution.

- Ensure the board chair leads the meeting in a way that follows the agenda and allows all board members to contribute. Effective chairs engage the board by:
 - Asking good questions that help the board share their wisdom and make informed decisions
 - Listening to understand multiple points of view and encouraging board members to do the same
 - Knowing when and how to keep the board at the appropriate strategic and governance levels
 - Guiding the board in reaching closure on critical issues

9 Minimize oral reports to maximize time for board discussion and decision-making.

- Limit presentations that repeat information included in the advance meeting packet (See [Tip #7](#)):
 - Distribute written committee reports with background information on recommendations
 - Distribute staff reports to communicate essential information that the board should be aware of
- Use meeting time to go deeper on issues where the board adds value and/or needs to take action, for example to:
 - Discuss committee and staff recommendations before voting
 - Highlight important issues that directly relate to board responsibilities

Tips For After a Board Meeting

10 Keep accurate board meeting minutes.

- Remember that board meeting minutes are a legal record of board actions. Federal regulations require that health centers document certain board actions and major decisions (See [Chapter 19: Board Authority](#), the Health Center Compliance Manual).
- Ensure a staff member or board member drafts the minutes, the board secretary reviews them, and the board approves them. Accurate meeting minutes demonstrate that the board and management did their due diligence; they also summarize board discussions and conclusions for future reference. Minutes do not report every comment, rather they should record key assumptions considered prior to making decisions and the follow-up actions to be taken.
- Include the following information in board meeting minutes:⁴
 - Date and time of the meeting, and whether it was a regular or special meeting
 - Establishment of a quorum and list of attendees
 - Action taken on the previous meeting's minutes (i.e., adoption or correction)
 - Exact wording of proposed motion and names of those making and seconding it
 - Summary of issues discussed and questions raised, especially related to board oversight
 - Result of formal action taken and, if requested, those who dissented or recused themselves
 - Time of meeting adjournment

⁴ This list is adapted from a resource previously published by NACHC titled, "Improving the Effectiveness and Conduct of Health Center Board and Committee Meetings," and written by Marcie H. Zakheim, Esq. with Feldesman Tucker Leifer Fidell.

11 Periodically evaluate board meetings. (See Appendix 3. *Sample Board Meeting Evaluation*)

- Gather feedback periodically—from the board—about meeting effectiveness, board culture, and issues of interest. A meeting evaluation can be as simple as the board chair asking: What worked well today? What could we have done better? Alternatively, the CEO can send a short survey after the meeting.
- Use the feedback to identify issues for follow-up and/or when designing future meetings. This meeting review and reflection most often falls on the chair and CEO.

12 Nurture a healthy culture to strengthen the social fabric of the board. (See Appendix 4. *Sample Board Culture Statement*)

- Examine board operating practices and establish expectations for board member conduct. High-performing boards often outline their principles, values, and norms in a statement of board culture or board code of conduct.
- Use these statements to help board members hold each other accountable. Periodically, review these statements with the board.

For more information on board meetings, see Chapter 9: Effective Board Functioning in the *Governance Guide for Health Center Boards*.

Appendix 1. Sample Board Work Plan

This sample provides items that would typically appear in a board work plan; it is intended to illustrate a work plan format and not be an exhaustive list.

Committee	Board Action	Committee Review Due	Last Review	Board Review Due	List months (start with month at start of center's fiscal year)												
					1	2	3	4	5	6	7	8	9	10	11	12	
Audit	Review Financial Audit																
Compliance & Quality	Risk Management Plan Review																
Compliance & Quality	Quality Improvement Plan																
Compliance & Quality	Emergency Management Plan																
Compliance & Quality	Credentialing and Privileging																
Compliance & Quality	Federal Tort Claims Act (FTCA) Redeeming Application																
Compliance & Quality	Compliance Program Review																
Executive	Conduct CEO Annual Review																
Executive	Committee Workplan Review																
Finance	Sliding Fee Scale Policy																
Finance	990 Return																
Finance	Financial Policies																
Finance	Budget Forecast																
Finance	Budget Approval Recommendation to Board																
Governance	Identify Officer Candidates for Slate																
Governance	Board Confidentiality Agreement																
Governance	Board Conflict of Interest: Disclosure and Attestation																
Governance	Annual Board Retreat																
Governance	Board Member Term Renewals																
Governance	Election of Officers																
Governance	Committee Structure Review																
Governance	Bylaws Review																
Governance	Board – Policies and Procedures																

This sample was developed by and adapted from a health center board.

Appendix 2. Sample Board Meeting Agenda

Health Center Name

Date and Time of Meeting

Location of Meeting

- | | |
|---|---------|
| 1. Welcome | 6:00 pm |
| 2. Action Item: Consent Agenda | 6:05 pm |
| a. Approval of board meeting minutes from X date meeting | |
| b. Approval of agenda | |
| c. CEO report | |
| d. Committee reports | |
| 3. Discussion Item: Strategic Issue X
(Related to Goal X of the Strategic Plan) | 6:08 pm |
| 4. Discussion & Action: Treasurer's Report and Discussion | 6:50 pm |
| a. Review Financial Statements | |
| b. Review and approve updated Sliding Fee Policy | |
| 5. Discussion Item: Quality Dashboard Discussion | 7:05 pm |
| 6. Board Education: Value-Based Transformation | 7:20 pm |
| a. Purpose: Share critical background and information to lay
the groundwork for future strategic decisions | |
| 7. Executive Session | 7:45 pm |
| 8. Recap Action Steps and Adjourn | 7:55 pm |

Sample adapted from NACHC's [Governance Guide for Health Center Boards](#).

Appendix 3. Sample Board Meeting Evaluation

Please complete the evaluation of our board's most recent meeting.

2. Please respond to the following questions

	Yes	No	Unsure
Did the meeting materials prepare us for our discussions?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Did we focus at least 50% of our time on strategic issues?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Were we able to minimize verbal reports that duplicated written reports?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Did all members participate in an active way?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Are we clear on our next steps?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. What could we do better at the next meeting?

4. What other comments or feedback do you have about the board meeting?

Sample adapted from NACHC's [Governance Guide for Health Center Boards](#).

Appendix 4. Sample Board Culture Statement

The board of XYZ Health Center commits to a culture that is:

- Focused on the mission and sustainability of the health center – The board understands its fiduciary role for the health center. It is committed to ensuring the health center fulfills its mission and remains sustainable so it provides ongoing service to our community.
- Rooted in role clarity – The board understands its role to govern the health center. It hires the CEO and is supportive and respectful of the CEO’s role in managing the day-to-day operations of the health center. The board and CEO are committed to openly discussing times when roles may be blurred and micromanagement may be occurring.
- Inclusive and diverse – The board’s composition reflects the diversity of our community and includes members with various forms of expertise and community connections. We value the contributions of all members and are inclusive in our approach.

- Dedicated to active participation and robust dialogue that results in better decision-making on behalf of the health center – The board understands the importance of full and active engagement by its members. In making decisions, the board considers the input of all members and encourages open and robust dialogue which results in better decisions for the health center.

The board of XYZ Health Center commits to the following ground rules to support the board’s culture:

- Contribute actively
- Listen attentively
- Be fully prepared and engaged during meetings
- Keep conversations in this room confidential
- Use a parking lot to move discussions forward

Sample adapted from NACHC’s *Governance Guide for Health Center Boards*.

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