

Governance Accountabilities 管理岗位职责

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**Embrace Change:
Building today's leaders**

拥抱变革：打造今天的领导者

Thursday, October 18, 2018

Disclosure of Conflict of Interest

利益冲突声明

I do not have any relevant financial relationships
with any commercial interests.

我与任何商业利益无任何经济上来往。

Learning Objectives

学习目标

1. To understand the organizational and governance structure of Seventh-day Adventist healthcare institutions. 了解基督教会医疗机构的组织及管理架构。
2. To comprehend the authority and responsibility of an institution's governing board. 了解董事会的权力和责任。
3. To know and appreciate the difference between governance and management. 了解和理解治理和管理之间的区别。
4. To realize and commit to governance best practices in pursuit of excellence in the institution(s) where I serve as a trustee. 在我担任董事的机构中，实现并致力于追求卓越的管理最佳实践。

Three dimensions of governance

管理的三个维度

Governance structure 管理结构

Governance authority/responsibility 管理权力/责任

Governance performance 管理绩效



Three dimensions of governance

Governance structure 管理结构

Governance
authority/responsibility

Governance performance



Structure of governance: 管理结构

» Seventh-day Adventist pattern for organizational structure

基督教会医院组织结构

» Legal structure of healthcare entities

医疗机构的法律结构

» Governance documents

管理文件



SDA organizational pattern for entities:

SDA组织模式

» The Church defines its internal governance as representative in form with executive responsibility and authority assigned to a variety of entities and institutions and their respective constituencies, boards, and officers through constitutions or articles of incorporation, bylaws, and operating policies and guidelines.

—General Conference *Working Policy* (2017-2018) B 05 Clause 1.

教会将管理定义为任命于各种机构、组织，代表赞助者、董事会和官员通过法律或公司规章制度、政策和指南实施行政职责和权力。



GLOBAL HEALTHCARE CONFERENCE

» Denominational entities may establish, in harmony with General Conference and/or division policies, affiliated organizations such as...healthcare *[institutions]*...that are integral parts of the Church's Christian witness but each of which may operate with its own authority and responsibility under its own organizational documents, board of directors, and administrative officers in harmony with Church working policies.

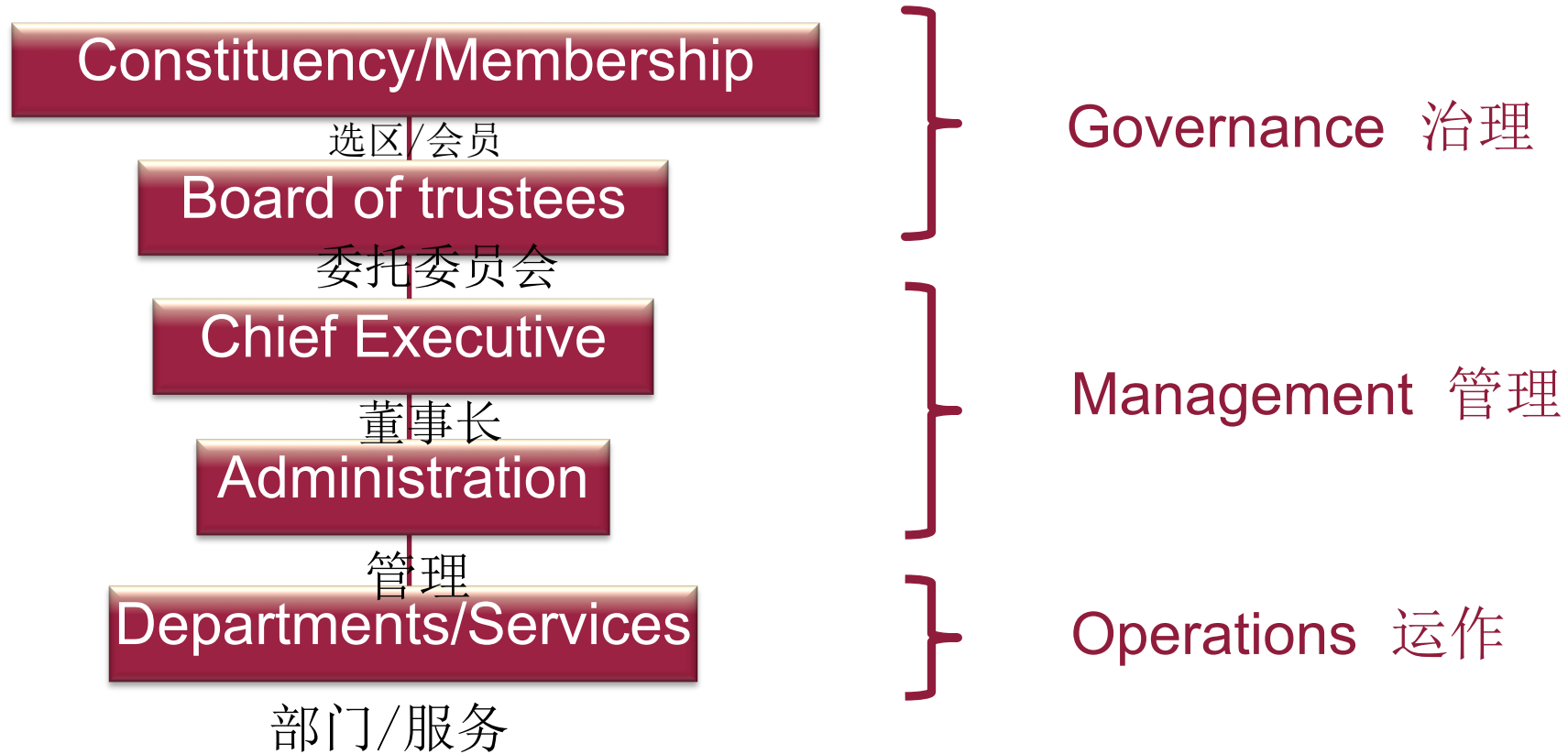
—General Conference *Working Policy* (2017-2018) B 05 Clause 7.

教会组织可以与大会和/或部门政策协调，建立附属组织，如..医疗保健[机构]..这些是教会基督徒的重要组成部分，但每个组织都可以在自己的权力和责任下用自己的组织文件运作，教会工作政策相协调。



SDA pattern for organizational entities:

SDA架构图



SDA Church organizational structures 教会组织架构

» Ecclesiastical 教会

- ~ Local churches 当地教堂
- ~ Conferences 会议
- ~ Unions 工会
- ~ Divisions 部门
- ~ Local church schools 当地教会学校
- ~ Local church community services
当地教会社区服务

» Legal 法律

- ~ Property holding corporations
地产控股公司
- ~ Institutions 事业单位
- ~ Trusts 信托公司
- ~ Retirement Funds (where required by law)
退休基金（法律允许情况下）
- ~ Special-purpose entities
特殊目的实体



Legal structures in SDA organization: 组织的法律结构:

» The bulk of church activity (ecclesiastical functions such as preaching, teaching, healing, serving) is done through unincorporated organizations.

教会的大部分活动(传道、教导、医治、服务等教会职能)都是通过非法人组织完成的。

» The business activity of the Church (owning property, financial investments, operating institutions) is carried on through incorporated organizations.

教会的商业活动(拥有财产, 金融投资, 经营机构)是通过法人组织进行的。



Incorporated entities in the SDA Church:

教会的法人团体:

» Examples: universities, hospitals, publishing houses, trusts, special purpose entities (ADRA, AWR, Hope TV, ARM),

例子: 大学, 医院, 出版社, 信托, 特殊目的实体 (ADRA, AWR, Hope TV, ARM)

» Support the overall identity and mission of the Seventh-day Adventist Church.

支持基督复临安息日会的整体身份和使命。

» Shield the church from ascending liability

保护教会逐步上升的责任

» Function in alignment with the Church but do not have direct accountability to ecclesiastical administration.

与教会保持一致, 但对教会管理没有直接责任。



» The incorporation or registration of legal entities of the Church, other than at the General Conference level, is subject to division policy that takes into consideration the principles of denominational organization and representation, relevant provisions in law, and the specific needs of the Church in the geographic areas served.

—General Conference *Working Policy* BA 25

除了在大会以外，教会的法人实体的成立或登记须遵守分部政策，该政策考虑到教派组织和代表的原则、法律的有关规定以及教会在服务地区的具体需要。



Structural principles—Corporate entities: 公司实体结构原理

» Accountability to a membership body

向会员组织负责

» No self-perpetuating boards

持续发展的董事会

Constituency and board of trustees composed of Seventh-day Adventists 由基督复临安息日会成员组成的选区和董事会

» Alignment with Seventh-day Adventist Church, teachings, values, and mission.

与基督复临安息日会教会、教义、价值观和使命保持一致。



» No church organization or entity assumes responsibility for the liabilities, debts, acts, or omissions of any other church organization simply because of its church affiliations.

—General Conference Working Policy (2017-2018) B 05 Clause 6.

任何教会组织或实体均不因其所属教会而对任何其他教会组织的负债、债务、行为或疏忽承担责任。



Three dimensions of governance

治理的三个维度

Governance structure

Governance
authority/responsibility

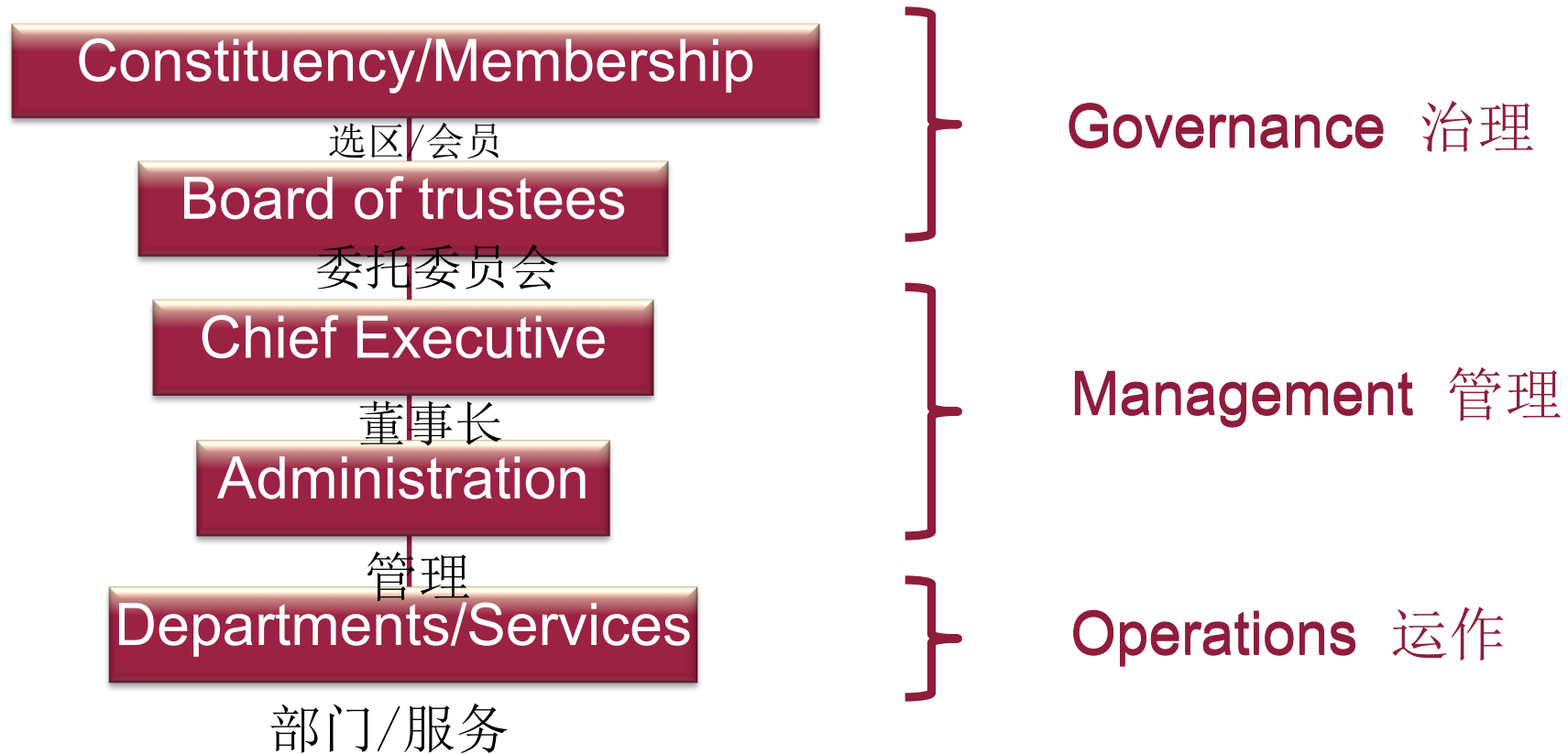
治理权力/责任

Governance
performance



SDA pattern for organizational entities:

SDA架构图



The Governing Board 理事会

- » Has ultimate corporate authority 拥有最高的公司权力
- » Total authority matched by total accountability
全部的权威与全部的责任相匹配
- » Can be superseded only by organization's 'owners' or by the state 能被组织的“所有者”或州取代吗
- » In SDA structure the owner is the constituency, or “membership” defined in the bylaws
在SDA结构中，所有者是章程中定义的选区或“成员”



Governance documents管理文件

- » Fundamental Beliefs of Seventh-day Adventists
基督复临安息日会信徒的基本信仰
- » General Conference/Division/Union *Working Policy*
大会/司/部门/工会工作政策
- » Constitution and Bylaws宪法和规章制度
- » Institutional registration framework机构注册框架
- » Constituency decisions 选区决策
- » Local regulatory environment applicable to healthcare
适用于医疗保健的监管环境



Governance documents: 管理文件

» Constitution (or Articles) and Bylaws 宪法(或章程)和章程细则

- ~ Foundational documents with legal validity 具有法律效力的基础性文件
- ~ Define identity and nature of organization (what the organization is and does) 定义组织的身份和性质(组织是什么和做什么)
- ~ Outline operating procedures (how the organization works)

概述运作流程(组织如何运作)



Constitution/Articles—Who, what, why...? 宪法/文章—谁，什么，为什么……？

- » Name of the entity 实体名称
- » Type of entity and registration details 实体类型及注册详情
- » Purpose(s) 目的
- » Relationships (to Union, Division, etc.) 关系 (与工会、部门等)
- » Membership/Constituency 会员/选区
- » Bylaws—procedural authority (who can make/amend them)
- » 附属法例-主管机关(谁可作出/修订)
- » Dissolution/Disposition of Assets 解散/处置资产
- » Amendments to the Constitution/Articles 宪法/条款的修正案



Bylaws—How the organization functions、 章程——组织如何运作

- » Principal Office 总部
- » Membership/Constituency Meetings 会员/选区会议
- » Delegation of authority 授权
 - ~ Board of Trustees—membership, meetings, duties, authority
受托人委员会——成员，会议，职责，权力
 - ~ Officers—number, duties, authority 官员-数量、职责、权威
- » Internal structure—departments, subsidiaries, schools, etc.
内部结构—部门、子公司、学校等。
- » Finance, Budget, Employee Compensation, Audit
财务，预算，员工薪酬，审计
- » Indemnification of trustees, officers, employees, agents
受托人、职员、雇员、代理人的赔偿
- » Amendments to Bylaws 章程修正案



Governance and Management治理和管理

Governance治理

- » Reflect interests of owner(s) in adopting strategic plan and policies

反映业主在制定战略计划和政策时的利益

- » “Doing the right things.”

做正确的事情

- » Oversight of overall institution

对整个机构的监督

- » Clarify long-term vision of how to achieve mission

明确如何实现使命的长远目标

- » Appoint/evaluate management personnel

任命/评价管理人员

Management管理

- » Implement strategic plan and policies of governance

执行战略计划和治理政策

- » “Doing things right.”

把事情做对

- » Day-to-day operations

日常操作

- » Initiate and co-ordinate activities to achieve mission

发起和协调活动以完成任务

- » Employ/evaluate staff personnel

雇佣/评价员工



Is it governance or management? 是治理还是管理？

- » Developing organization's strategic plan 制定组织战略计划
- » Employment/dismissal of staff 雇佣/解雇员工
- » Appointment/dismissal of officers 任命/解雇官员
- » Approve construction of new facilities 批准新建设施
- » Selection of X-ray equipment X线设备的选择
- » Approval of physician contracts 医师合同的批准

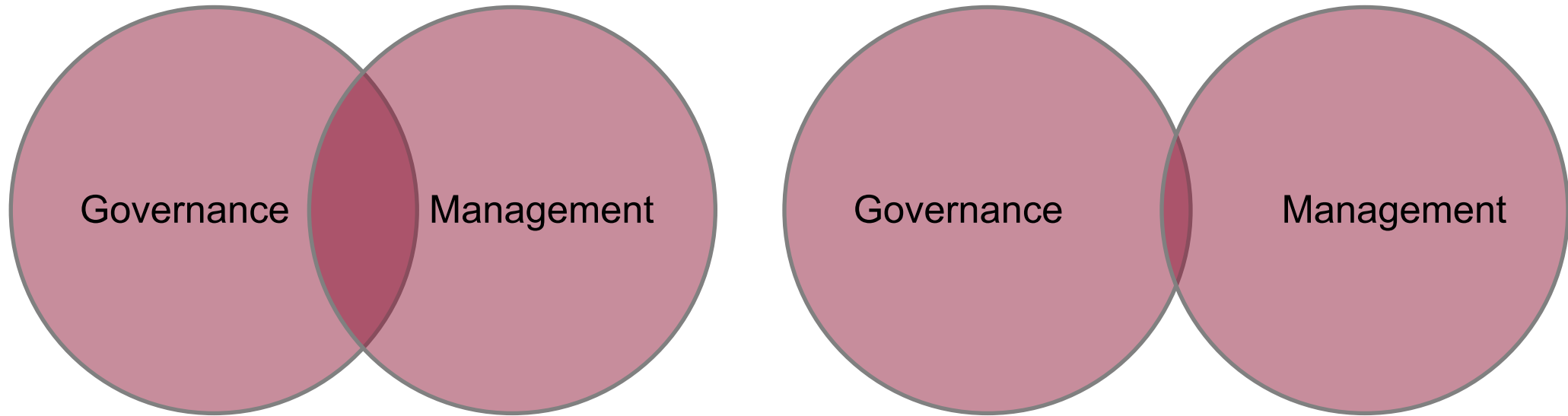


Governance and Management

治理和管理

» There is not always a sharp line distinguishing governance from management. Organizational size, complexity and stability of the business influence the relationship.

治理和管理之间并不总是有明显的区别。组织规模、业务的复杂性和稳定性影响着关系。



Law of gravity for governance: 治理的重力定律:

» Unless it is intentionally monitored and evaluated the governing body's preoccupation will drift from governance towards management.

除非对其进行有意监测和评估，否则管理机构的重点将从治理转向管理。



Responsibility of the Governing Board

理事会的职责

- » Maintain alignment with SDA Church mission
- » Approve and review organization's mission statement
- » Approve strategic and operational plans
- » Approve policies and procedures
- » Approve and provide operating and capital budgets
- » Appoint/evaluate management personnel (CEO, VPs)
- » Approve and monitor program for quality and patient safety
- » Conduct board education and evaluation
- » Ensure appropriate enterprise risk management



Governance accountability 管理责任

- » The Board can delegate portions of its authority to Board committees and to administration.
- » However, the Board cannot delegate its accountability. The Board is ultimately responsible for the success of the institution.



Job descriptions:职位描述

- » Clarify expectations and authority
- » Bylaws may contain rather generalized job descriptions
- » Board should understand job descriptions for Trustees and Officers appointed by the Board
- » Officers should understand job descriptions for managers.
- » Managers should understand job descriptions for staff



Three dimensions of governance治理的三个维度

Governance structure

Governance
authority/responsibility

Governance
performance

管理绩效



The Board performance challenge:

董事会绩效挑战:

“...there is one thing all boards have in common, regardless of their legal position. They do not function.”“.....所有董事会都有一个共同点，不管它们的法律地位如何。它们不能没有功能。

—Peter Drucker



What Board members should know/have

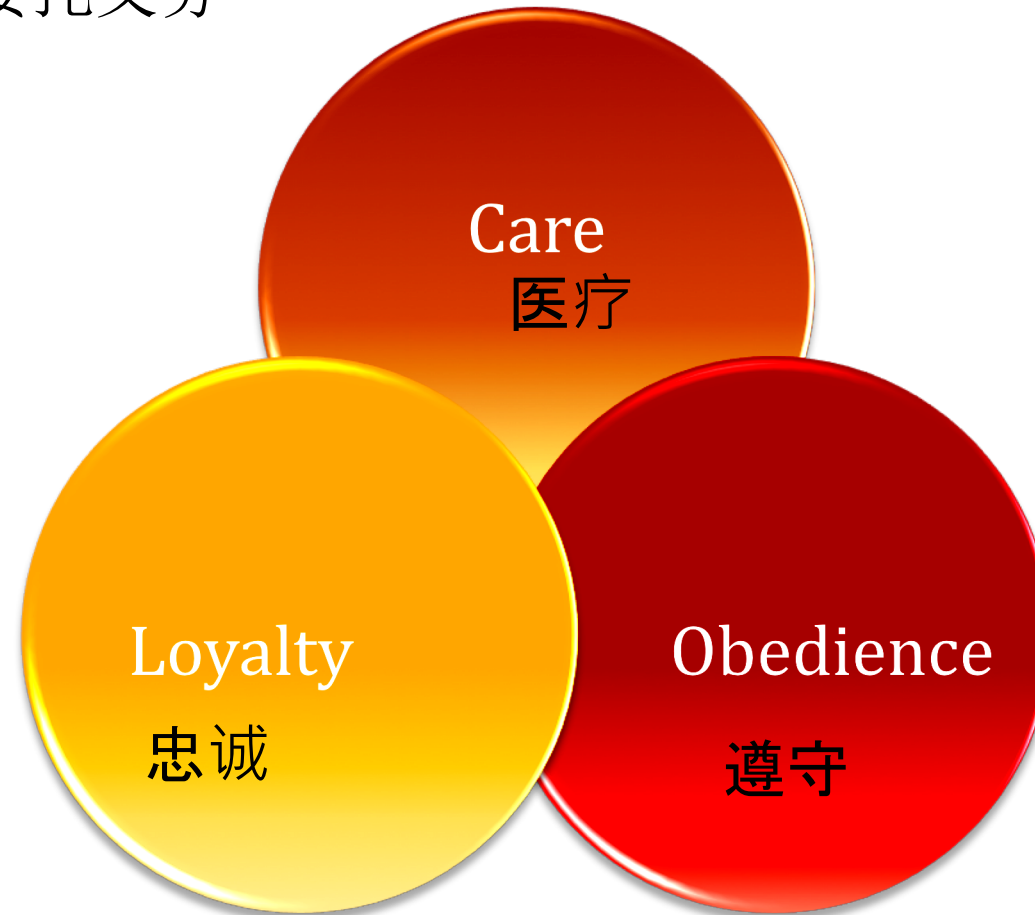
董事会成员应该知道什么

- » Institution's Constitution and Bylaws
- » Institution's mission
- » Organizational chart
- » Legal structure of the institution
- » Property (real estate) owned/rented/leased by the institution
- » Board meeting schedule for the next 12 months
- » Board policy manual
- » Access to minutes and other information
- » Fiduciary obligations of trustees



Fiduciary obligations for trustees

委托人的委托义务



The duty of care 医疗的责任

»What does it mean:

~The manner in which the board makes decisions and oversees the institution.

»What to look for:

- ~Board education and orientation for new trustees
- ~Trustees attend meetings regularly
- ~Trustees receive background material ahead of time
- ~Decisions reflect best interest of the organization
- ~Timely presentation of materials
- ~Access to experts and opinions



The duty of loyalty 忠诚的责任

»What does it mean:

- ~Faithfulness to the organization and its mission

»What to look for:

- ~Position not used for personal advantage
- ~Conflict of interest awareness and disclosures
- ~Undivided allegiance when making decisions
- ~Maintaining confidentiality of privileged information



The duty of obedience 遵守的责任

» What does it mean:

~ Faithfulness to corporate purpose, mission, and decisions.

» What to look for:

~ Compliance with governance documents

~ Compliance with laws

~ Fulfilling commitments (to owners, to employees, to clients, to community, to government)



Board policies 董事会政策

- » A set of policies adopted by the Board for its own guidance and reference. The Board Policy Manual establishes a road map for how the Board functions.
- » Board policies would include policies such as: conflict of interest, executive compensation, documentation of decisions, prohibition of retaliation, records retention, expenditure limits of executives, trustee expectations, board job description, filling board vacancies, board member and executive evaluations...





Board meetings matter!
董事会议很重要!



GLOBAL HEALTHCARE CONFERENCE

- » The Board has authority when it is in session.
- » Between meetings the Board has no authority other than the decisions it has approved and documented.
- » Between meetings individual Board members do not have Board authority unless specific authority has been conveyed by Board action or Bylaws provision.



Board meetings—3 configurations

董事会—3部分结构

- » **Executive session**—Addresses agenda items involving confidential information. Only board members (and advisors, if needed) in attendance.
- » **General session**—Addresses general agenda items. Selected staff, advisors, and invitees in attendance.
- » **Privileged session**—Addresses agenda items requiring attorney-client privilege (protected information). Only Board members and attorney(s) in attendance.

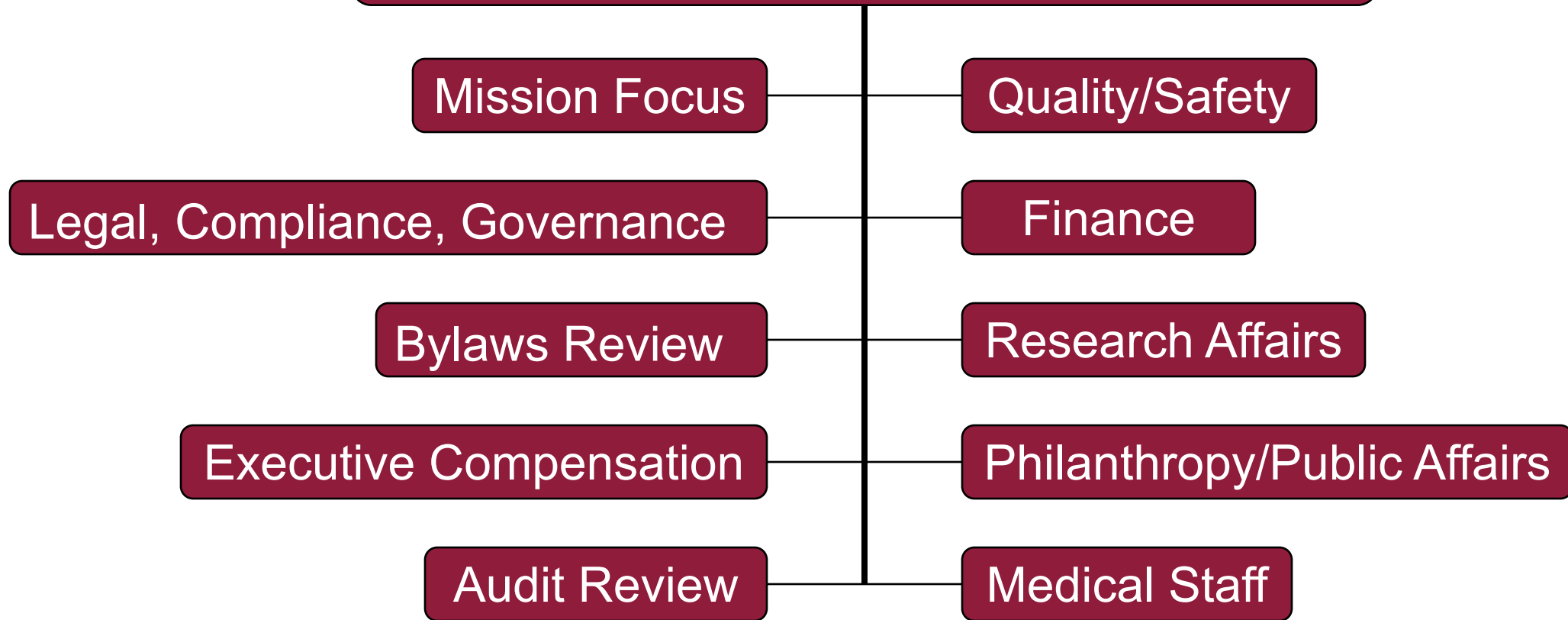


Board committees 董事委员会

- » Board committees enhance effectiveness & efficiency of full board by aiding in fulfilling its responsibilities
 - ~ Break down complex issues/tasks
 - ~ Accomplish groundwork needed for board
 - ~ Ensure issues discussed thoroughly
 - ~ Allow members to substantively contribute



Board of Trustees 受托委员会



Board committee appointments

董事会委员会契约

» The Board must determine:

- ~ Status—Ad hoc (temporary) or standing
- ~ Membership—Number of trustees (and invitees)
- ~ Quorum
- ~ Authority—Terms of reference or committee charge



Board meeting best practices

董事会会议最佳实践

- » Board meeting frequency facilitates timely governance
- » Reports provided to Board in advance of meeting
- » Physical setting for meeting supports good group dynamics
- » Adequacy of time for deliberations and decisions
- » Agenda preparation and prioritization of items
- » Timely documentation and subsequent approval of decisions



Board meeting tools 董事会会议工具

- » Sample Board agenda (regular/executive/privileged session)
- » Sample Board performance evaluation (short/long version)
- » Sample Chief Executive performance evaluation (short/long version)
- » Sample Board member information/expectation summary



Board of Trustees—Sample Agenda

Note: The following agenda samples illustrate a typical Board meeting that involves three Board sessions: Executive, General, and Privileged. The largest agenda is for the Executive Session since this is the primary venue for discussion of confidential information. Further, it is presumed here that the Executive Session of the Board would be the first in the sequence of meetings.

Seventh-day Adventist Mission Hospital
Board of Trustees Meeting
2:00 p.m., November 4, 2018

Mission Statement: *To advance the healing ministry of Jesus Christ.*

Executive Session Agenda

Attendees: Board members and advisors only (Approx. 2.0 hours)

Est. Time	#	Item	Presenter	Information or Action
1	1.	Confirmation of quorum	Chair/Secretary	Information
15	2.	Devotional and prayer	As arranged	
3	3.	Approval of agenda		Action
5	4.	Chair's remarks	Chair	Information
1	5.	Approval of excused absences	Chair/Secretary	Action
1	6.	Approval of Minutes of previous meeting		Action
10	7.	President's Report and discussion	President	Action
10	8.	Financial Report and discussion	VP for Finance	Action
10	9.	Legal affairs update (if any) not requiring Attorney-Client privilege	As arranged with Legal Counsel	As needed
12	10.	Quality and Safety Report and discussion	Med Director	Action
15	11.	Business development/Strategic planning		Action
5	12.	Medical Staff report	Med Staff Pres	Information
15	13.	Board education	As arranged	Information
5	14.	Other matters	Chair	Information
10	15.	Trustees (only Board members not employed by the institution) in conversation with President/CEO	Chair	Information

General Session Agenda

Attendees—Board members, advisors and invitees present (Approx. 1.0 hours)

Time Estimate	#	Item	Presenter	Information or Action
10	1.	Success stories and team-building reports	As arranged	Information
10	2.	General operations report	CEO/Med Dir	Information
10	3.	Strategic plan updates	CEO	Information
15	4.	Department reports (i.e. Nursing, Surgery, Medical, Out Patient, Human Resources, etc.) and discussion	(As arranged)	Information
12	5.	Other matters as may arise from time to time. (Appointments, policy approvals, etc.)	(As arranged)	As needed
1	6.	Date for next meeting		Information
2	7.	Adjournment and closing prayer		

Privileged Session Agenda

Attendees—Board members only (Approx. 0.25 hours)

Est. Time	#	Item	Presenter	Information or Action
15	1.	Legal matters with Attorney-Client privilege	As arranged	As needed



GLOBAL HEALTHCARE CONFERENCE

Board performance—Leadership selection

董事会绩效—领导选择

- » A primary governance task is the selection and on-going evaluation of executive leadership.
- » Leadership selection should take into account the needs of the organization and the qualifications of candidates.
- » On-going (annual) executive evaluation is an effective way of identifying strengths and opportunities for development.
- » Every Board should have a leadership succession plan.



Trustee Evaluation of the President—Short Form Sample

Mark the box beneath the term that best expresses your evaluation of each statement.

1. Leadership Performance

1.1. The President has a clear vision of the future of the institutions on campus.

Poor	Fair	Good	Very good	Excellent
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

1.2. The President maintains an effective team spirit among the senior leadership personnel.

Poor	Fair	Good	Very good	Excellent
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. Focus on Mission

2.1. The President keeps Board members mindful of and responsive to the value-differentiating themes of the institution: spirituality, wholeness, diversity, service, excellence.

Poor	Fair	Good	Very good	Excellent
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2.2. The President is effective in aligning institutional mission and values with the mission and values of the Seventh-day Adventist Church.

Poor	Fair	Good	Very good	Excellent
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. Role in External Relationships

3.1. The President is effective in creating and sustaining support and goodwill for the institution at regional and national levels.

Poor	Fair	Good	Very good	Excellent
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. Interface with the Board of Trustees

4.1. The President keeps board members adequately informed concerning major issues threats or opportunities for the institution's future.

Poor	Fair	Good	Very good	Excellent
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4.2. I have confidence that the President is providing effective leadership towards a good future for the institution.

Poor	Fair	Good	Very good	Excellent
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

5. Strategic Planning

5.1. The President is effective in identifying and developing future leaders for the institution.

Poor	Fair	Good	Very good	Excellent
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Institutional Advancement

6.1. The President is effective in generating philanthropic and governmental support for the institution.

Poor	Fair	Good	Very good	Excellent
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



GLOBAL HEALTHCARE CONFERENCE

Trustee Evaluation of the President—Sample (Long)

Mark the box beneath the term that best expresses your evaluation of each statement.

1. Leadership Performance

- 1.1. The President has a clear vision of the future of the institutions on campus.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐
- 1.2. The President communicates the vision effectively and motivates others in the various institutions to affect this vision.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐
- 1.3. The President's leadership is handled in an orderly manner and is not crisis oriented.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐
- 1.4. The President maintains an effective team spirit among the senior leadership personnel.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐
- 1.5. The President delegates responsibilities appropriately and holds persons accountable for results.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐

2. Focus on Mission

- 2.1. The President keeps Board members mindful of and responsive to the value-differentiating themes of the institution: spirituality, wholeness, diversity, service, excellence.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐
- 2.2. Plans for future development of the institution are referenced to the institution's mission.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐
- 2.3. The President is effective in aligning institutional mission and values with the mission and values of the Seventh-day Adventist Church.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐

3. Role in External Relationships

- 3.1. The President is well positioned and professionally involved in community (regional and national) healthcare and academic activities.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐
- 3.2. The President is effective in creating and sustaining support and goodwill for the institution at regional and national levels.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐
- 3.3. The President is effective in representing and sustaining the institution's positive image in the minds of Seventh-day Adventist Church members.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐

4. Interface with the Board of Trustees

- 4.1. The President communicates effectively with board members regarding goals, expectations and outcomes.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐
- 4.2. The President keeps board members adequately informed concerning major issues threats or opportunities for the institution's future.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐
- 4.3. The President is comfortable in asking opinions of the board that relate to management of the institution.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐
- 4.4. I have confidence that the President is providing effective leadership towards a good future for the institution.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐

5. Strategic Planning

- 5.1. The President plays a major role in engaging colleagues and staff in strategic planning for the institution.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐
- 5.2. The President is effective in identifying and developing future leaders for the institution.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐
- 5.3. The President identifies annual goals for the institution that are quantifiable and measurable.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐

6. Institutional Advancement

- 6.1. The President is effective in raising the level of distinction at this institution due to the value-differentiating themes of spirituality, wholeness, diversity, service, and excellence.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐
- 6.2. The President is effective in generating philanthropic and governmental support for the institution.
Poor ☐ Fair ☐ Good ☐ Very good ☐ Excellent ☐

7. Identify and/or comment on any other dimension of leadership or performance that has not been adequately covered in this questionnaire.



GLOBAL HEALTHCARE CONFERENCE

Board Performance—Board self-evaluation

董事会绩效—董事会自我评价

- » Excellence in governance does not happen automatically! It requires on-going education, assessment, and improvement.
- » Periodic (not less than once every two years) Board self-evaluation serves as internal feedback on Board performance.



Board performance—Self-evaluation

董事会绩效—董事会自我评价

» Factors to evaluate:

- ~ Trustee awareness of institutional structure and mission
- ~ Board structure (size, expertise, representation, committees)
- ~ Board meetings (frequency, agenda scope, adequacy of time, quantity and quality of information presented)
- ~ Board performance (meeting atmosphere, culture of accountability, confidentiality issues, freedom for dissent)



Trustee Evaluation of Board Performance—Sample (Short)

Name of Institution

Date of evaluation

Instruction:

Evaluate each of the Assessment Factors below by writing a number in the box to the right of each statement. Use numbers from 1 through 10 where 1 = 'Strongly disagree' and 10 = 'Strongly agree'.

Assessment Factor	Score
1. Members of this Board of Trustees have a clear understanding of their governance responsibilities.	_____
2. Members of the Board have a clear understanding of the mission and business operations of this institution.	_____
3. The Board of Trustees has the appropriate number of trustees and the appropriate range of expertise for a healthcare institution of this size.	_____
4. The Board of Trustees meets with sufficient frequency to provide adequate, timely, and effective governance for the institution.	_____
5. Board meetings maintain an atmosphere where it is safe for any member to talk about issues affecting the institution.	_____
6. The Board demonstrates a culture of holding people accountable, maintaining confidentiality of sensitive information, appropriately handling conflicts of interest, being proactive rather than reactive in decision-making, and demonstrating a commitment to excellence.	_____
7. I receive personal satisfaction and a sense of fulfillment in my role as a Board member and believe that I have sufficient opportunity to influence Board discussions and decisions.	_____
My suggestion(s) for improving Board performance:	
1. _____	_____
2. _____	_____
3. _____	_____



Trustee Evaluation of Board Performance—Sample (Long)

This survey asks your opinion regarding the Board's performance on 10 core governance responsibilities plus one question about your personal experience as a trustee. Select the response of your choice by checking the appropriate check box. Comments may be added in the comment box provided following each question.

Core Governance Responsibilities

1. Evaluate Board performance in shaping mission and strategic direction. Factors to consider include: the extent to which Board members have a common understanding of the organization's mission and vision; the extent to which mission and vision are used in policy and strategy decisions; and the extent to which the denominational identity and spiritual mission of the organization are kept in high profile and the success of the organization is evaluated against these.

Don't know	Very inadequate	Inadequate	Adequate	Good	Not applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. Evaluate the Board's performance in establishing a process for strategic planning and for having quality engagement of board members in that process.

Don't know	Very inadequate	Inadequate	Adequate	Good	Not applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. Evaluate the Board's performance regarding leadership succession planning. Factors to consider include: having a regular executive evaluation system; using systematic search processes to fill vacancies in top leadership positions; identifying and mentoring individuals with potential leadership talent for the organization.

Don't know	Very inadequate	Inadequate	Adequate	Good	Not applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. Evaluate Board performance in knowing the long-range financial needs of the institution and in individually supporting the institution.

Don't know	Very inadequate	Inadequate	Adequate	Good	Not applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

5. Evaluate Board performance with respect to Board composition. Factors to consider include: an appropriate range of expertise, diversity, and constituency representation; effective engagement of trustees in support of organizational objectives.

Don't know	Very inadequate	Inadequate	Adequate	Good	Not applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Evaluate the Board's performance in protecting and enhancing the reputation of the organization by being effective ambassadors in building awareness and goodwill.

Don't know	Very inadequate	Inadequate	Adequate	Good	Not applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

7. Evaluate the Board's performance in financial oversight and risk management. Factors to consider include: reviewing multi-year financial plans; monitoring financial statements; arranging timely and independent audits, maintaining compliance with regulatory bodies.

Don't know	Very inadequate	Inadequate	Adequate	Good	Not applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

8. Evaluate the Board's performance in monitoring organizational operations/developments and ensuring accountability.

Don't know	Very inadequate	Inadequate	Adequate	Good	Not applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

9. Evaluate the Board's performance in Board meetings. Factors to consider include: adequate time for meetings; effective board committees; quality preparation and presentation of materials/information; effective Board meeting leadership; a safe environment for candid discussion and expression of views; timely circulation of minutes.

Don't know	Very inadequate	Inadequate	Adequate	Good	Not applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

10. Evaluate the Board culture. Factors to consider include: holding people accountable, confidentiality of sensitive information; appropriate handling of conflicts of interest; proactive rather than reactive decision-making; an attitude of governing with excellence; healthy group dynamics; a commitment to trustee education.

Don't know	Very inadequate	Inadequate	Adequate	Good	Not applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Experience as a Trustee

1. Select the response that best describes your personal experience as a trustee. Factors to consider include: your personal satisfaction and sense of fulfillment in serving as a trustee; the level of importance this trustee role has in your life and career; the extent to which you feel that your participation and expertise is valued by other trustees.

Poor	Fair	Good	Very good	Excellent
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Trustee Information and Expectations Summary (Sample)

Thank you for considering the possibility of serving on the Board of Trustees for (name of institution) . The following information outlines important information and expectations of all trustees for this organization.

Selection of Trustees

Trustees are usually elected at the (indicate name of constituency/membership) meeting. The Bylaws specify how many directors/trustees shall be elected. A Nominating Committee reviews the range of expertise needed, assembles a roster of potential directors, and submits a list of recommendations to the membership meeting. Trustee vacancies occurring between constituency/membership meetings may be filled by action of the (name the body that appoints trustees between constituency/membership meetings) .

The Bylaws state that “each trustee shall be a member in regular standing of the Seventh-day Adventist Church and support its goals and objectives.”

Term of Service

A regular term of service is approximately (indicate number of) years, the period of time from one membership meeting to the next. Continuous membership on the Board may not exceed (indicate number if applicable) consecutive terms plus any partial term if the initial appointment to the Board occurred between membership meetings.

Mission Statement and Purpose

The mission of for (name of institution) is to (state mission of organization) .

Organizational Structure

Describe organizational structure of the institution (corporate status, legal status, etc.)

Role of the Board

The Board is the legal custodian of the organization and, as such, is responsible for proper and prudent stewardship. The Board holds regular meetings (indicate number) times per year. Additional meetings may be convened if needed. These additional meetings may be held as a teleconference. The governance role of the Board includes:

1. Maintaining a vision for a viable future of the organization.
2. Establishing a policy and values framework for the organization’s activities.
3. Ensuring that the organization is responsive to the needs and interests of its members and the communities it serves.
4. Decision-making in a timely, ethical, and transparent manner.
5. Securing and monitoring the use of resources to achieve organizational objectives.
6. Appointing key leaders and evaluating their performance.
7. Providing performance accountability to members, supporters, regulatory bodies, and the public.
8. Assuring appropriate risk management for the organization and its operations.

Expectations of Directors/Trustees

Directors/Trustees are expected to:

1. Be active and supporting members of a local Seventh-day Adventist church.
2. Commit sufficient time to become oriented to their responsibilities and to be an informed participant in governance decision-making.
3. Attend Board meetings regularly. Two (2) consecutive unexcused absences are automatically considered to be a resignation from the Board.
4. Attend and participate in periodic special events, including the membership meeting.
5. Serve as a member on a Board committee(s).
6. Review agenda materials sent in advance of Board meetings and be well prepared for meetings.
7. Contribute to Board discussions and decision-making.
8. Support Board decisions and demonstrate a commitment to teamwork.
9. Positively promote the work of the organization and advocate for its interests.
10. Comply with the organization’s Conflict or Interest Policy and Confidentiality Agreement.
11. Assist the Board in evaluation of its performance and a trustee’s own involvement.
12. Serve without compensation. Expenses involved in attending Board meetings will be reimbursed for trustees who are not denominationally employed.
13. Participate in institutional support through personal commitment of resources and through the encouragement of others to actively support the organization.



GLOBAL HEALTHCARE CONFERENCE

Governance efficiency 治理有效性

- » Adequate frequency of meetings
- » Agenda development and information dashboard
- » Appointment and delegation of responsibility to committees
- » Use of board-focused technology
- » Board policy formulation
- » Board member orientation and training
- » Board self-assessment



References推荐

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Questions