

# Governance Accountabilities

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

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## Disclosure of Conflict of Interest

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

# Learning Objectives

1. To understand the organizational and governance structure of Seventh-day Adventist healthcare institutions.
2. To comprehend the authority and responsibility of an institution's governing board.
3. To know and appreciate the difference between governance and management.
4. To realize and commit to governance best practices in pursuit of excellence in the institution(s) where I serve as a trustee.

# Three dimensions of governance

Governance structure

Governance  
authority/responsibility

Governance  
performance





# Three dimensions of governance

Governance structure

Governance  
authority/responsibility

Governance  
performance



# Structure of governance:

- » Seventh-day Adventist pattern for organizational structure
- » Legal structure of healthcare entities
- » Governance documents



# SDA organizational pattern for entities:

» 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.

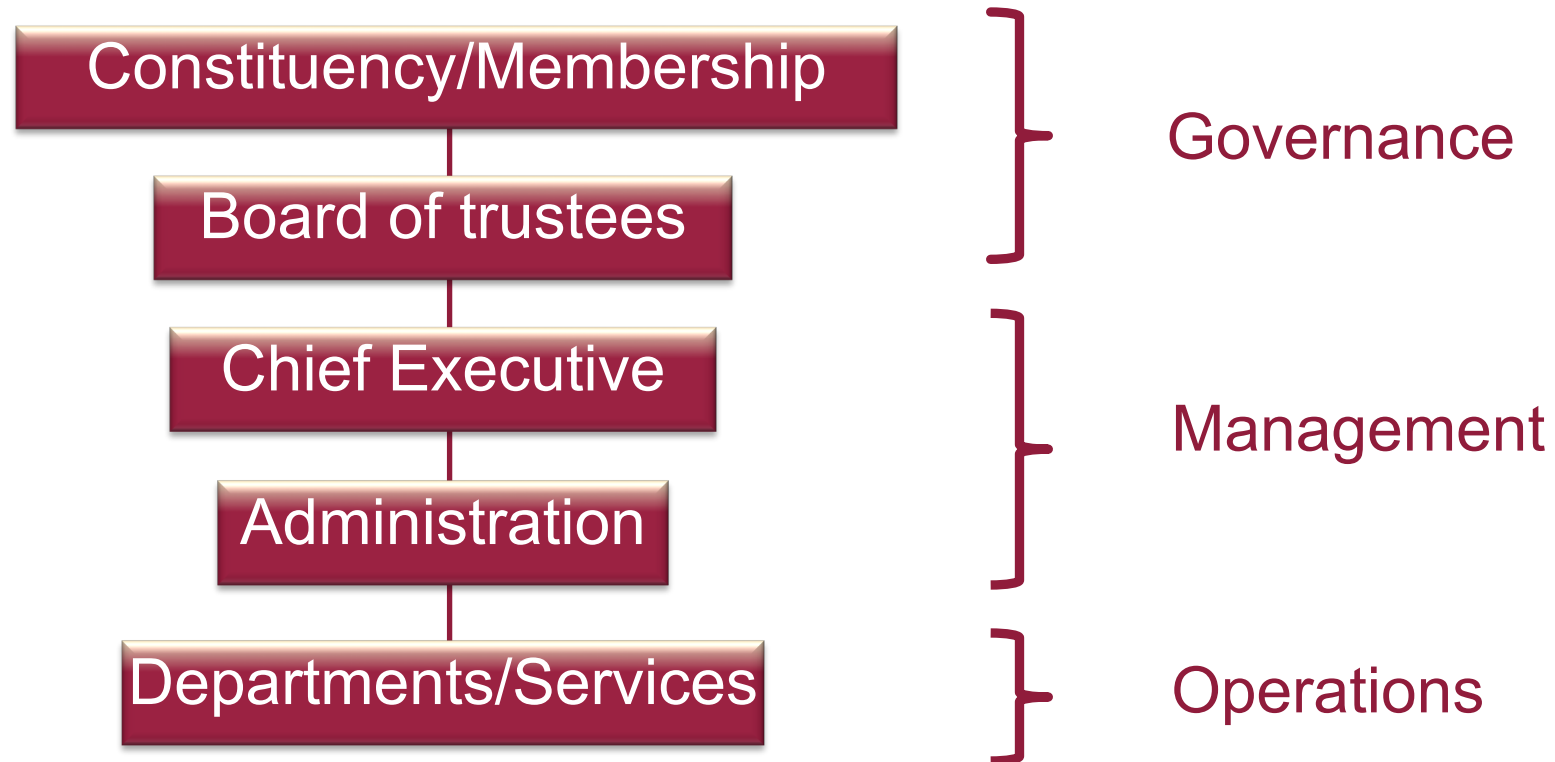


» Denominational entities may establish, in harmony with General Conference and/or division policies, affiliated organizations such as...healthcare *[institutions]*...that are integral parts of the Church's Christian witness but each of which may operate with its own authority and responsibility under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



# SDA pattern for organizational entities:



# SDA Church organizational structures

## » Ecclesiastical

- ~ Local churches
- ~ Conferences
- ~ Unions
- ~ Divisions
- ~ Local church schools
- ~ Local church community services

## » Legal

- ~ Property holding corporations
- ~ Institutions
- ~ Trusts
- ~ Retirement Funds (where required by law)
- ~ Special-purpose entities



# Legal structures in SDA organization:

- » The bulk of church activity (ecclesiastical functions such as preaching, teaching, healing, serving) is done through unincorporated organizations.
- » The business activity of the Church (owning property, financial investments, operating institutions) is carried on through incorporated organizations.



# Incorporated entities in the SDA Church:

- » Examples: universities, hospitals, publishing houses, trusts, special purpose entities (ADRA, AWR, Hope TV, ARM),
- » Support the overall identity and mission of the Seventh-day Adventist Church.
- » Shield the church from ascending liability
- » Function in alignment with the Church but do not have direct accountability to ecclesiastical administration.





» 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



# Structural principles—Corporate entities:

- » Accountability to a membership body
- » No self-perpetuating boards
- » Constituency and board of trustees composed of Seventh-day Adventists
- » Alignment with Seventh-day Adventist Church, teachings, values, and mission.



» 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.



# Three dimensions of governance

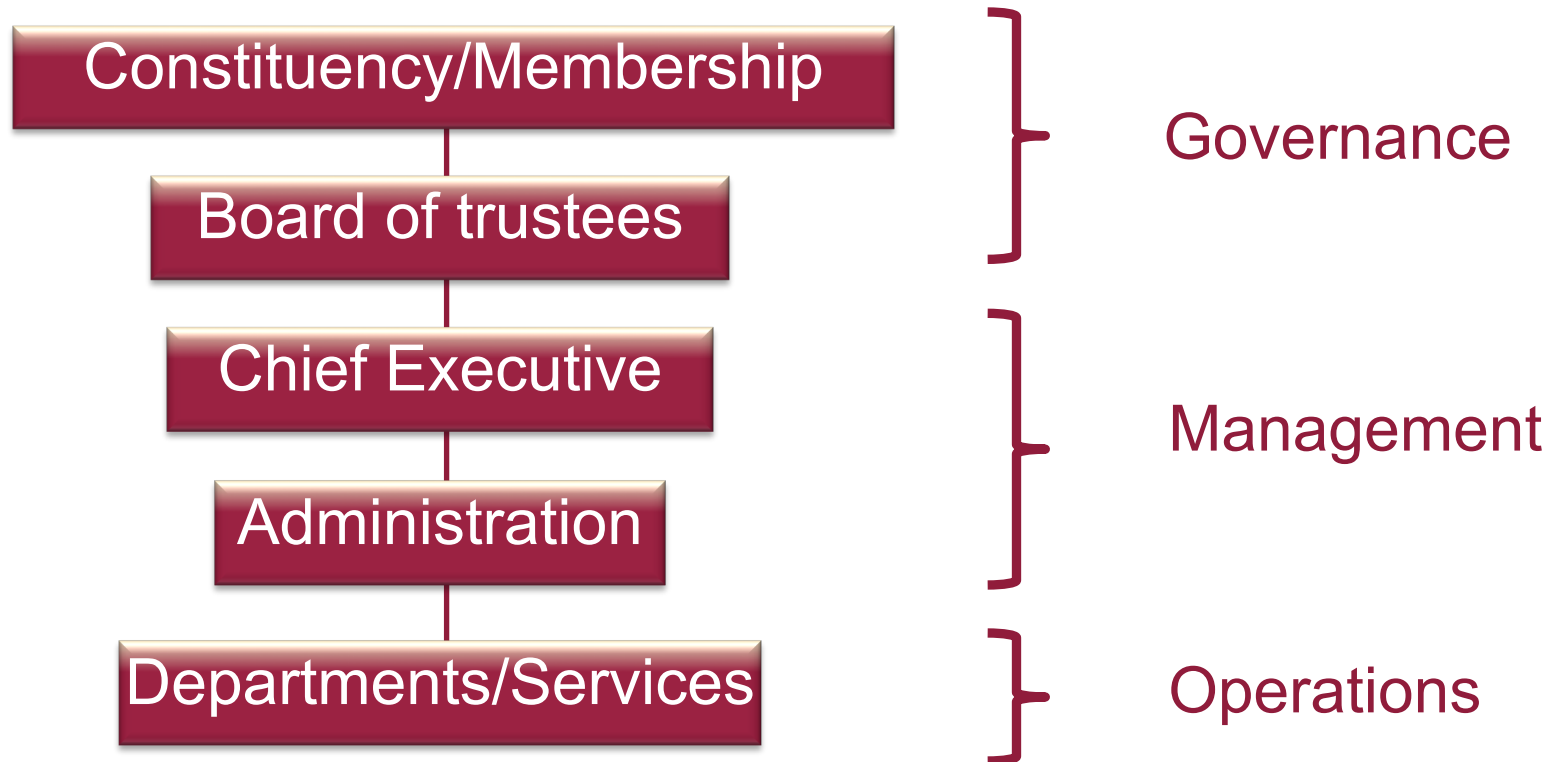
Governance structure

Governance  
authority/responsibility

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performance



# SDA pattern for organizational entities:



# The Governing Board

- » Has ultimate corporate authority
- » Total authority matched by total accountability
- » Can be superseded only by organization's 'owners' or by the state
- » In SDA structure the owner is the constituency, or "membership" defined in the bylaws



# Governance documents

- » Fundamental Beliefs of Seventh-day Adventists
- » General Conference/Division/Union *Working Policy*
- » Constitution and Bylaws
- » Institutional registration framework
- » Constituency decisions
- » Local regulatory environment applicable to healthcare



# Governance documents:

## » Constitution (or Articles) and Bylaws

- ~ Foundational documents with legal validity
- ~ Define identity and nature of organization (what the organization is and does)
- ~ Outline operating procedures (how the organization works)





# Constitution/Articles—Who, what, why...?

- » Name of the entity
- » Type of entity and registration details
- » Purpose(s)
- » Relationships (to Union, Division, etc.)
- » Membership/Constituency
- » Bylaws—procedural authority (who can make/amend them)
- » Dissolution/Disposition of Assets
- » Amendments to the Constitution/Articles



# Bylaws—How the organization functions

- » Principal Office
- » Membership/Constituency Meetings
- » Delegation of authority
  - ~ Board of Trustees—membership, meetings, duties, authority
  - ~ Officers—number, duties, authority
- » Internal structure—departments, subsidiaries, schools, etc.
- » Finance, Budget, Employee Compensation, Audit
- » Indemnification of trustees, officers, employees, agents
- » Amendments to Bylaws



# Governance and Management

## Governance

- » Reflect interests of owner(s) in adopting strategic plan and policies
- » “Doing the right things.”
- » Oversight of overall institution
- » Clarify long-term vision of how to achieve mission
- » Appoint/evaluate management personnel

## Management

- » Implement strategic plan and policies of governance
- » “Doing things right.”
- » Day-to-day operations
- » Initiate and co-ordinate activities to achieve mission
- » Employ/evaluate staff personnel



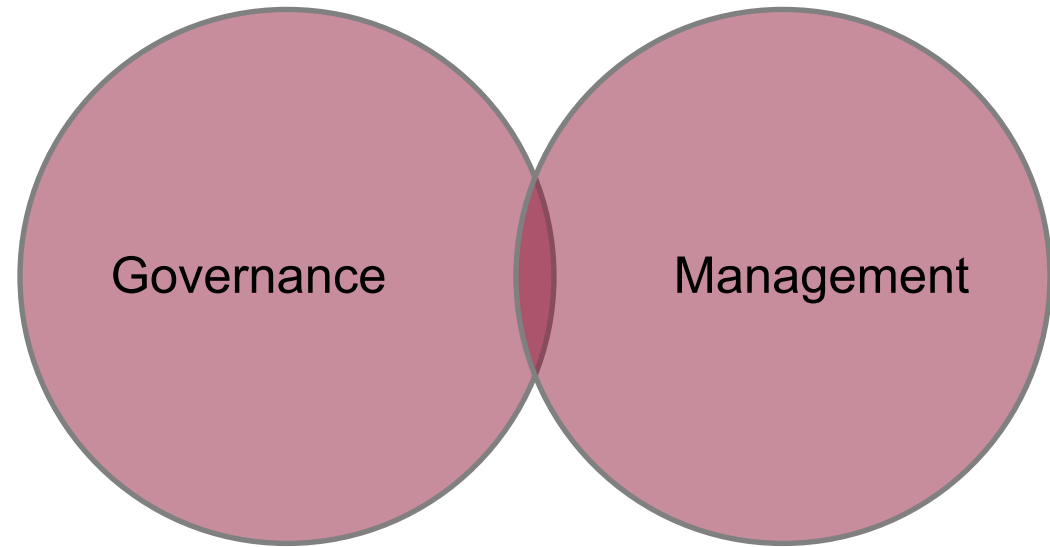
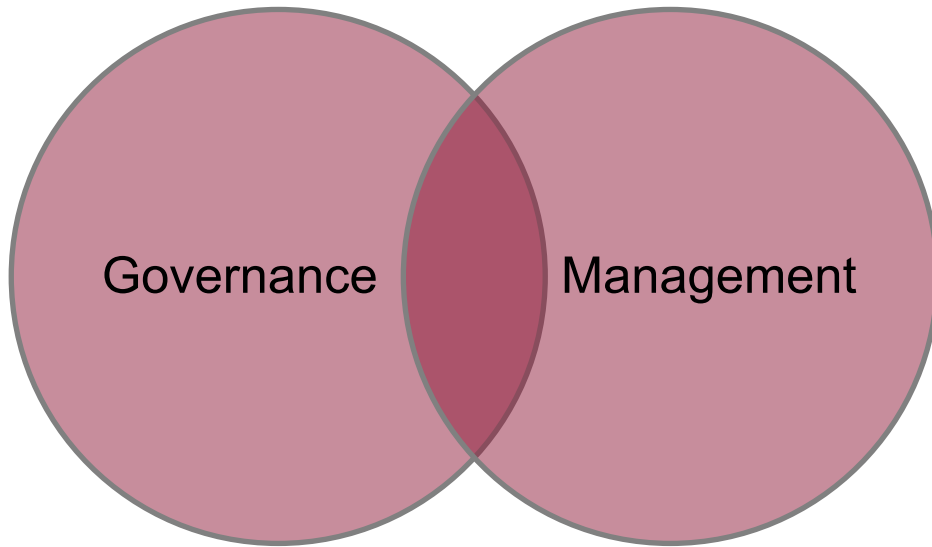
# Is it governance or management?

- » Developing organization's strategic plan
- » Employment/dismissal of staff
- » Appointment/dismissal of officers
- » Approve construction of new facilities
- » Selection of X-ray equipment
- » Approval of physician contracts



# Governance and Management

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



# Law of gravity for governance:

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



# Responsibility of the Governing Board

- » 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

- » 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:

- » 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

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performance



# The Board performance challenge:

“...there is one thing all boards have in common, regardless of their legal position. They do not function.”

—Peter Drucker

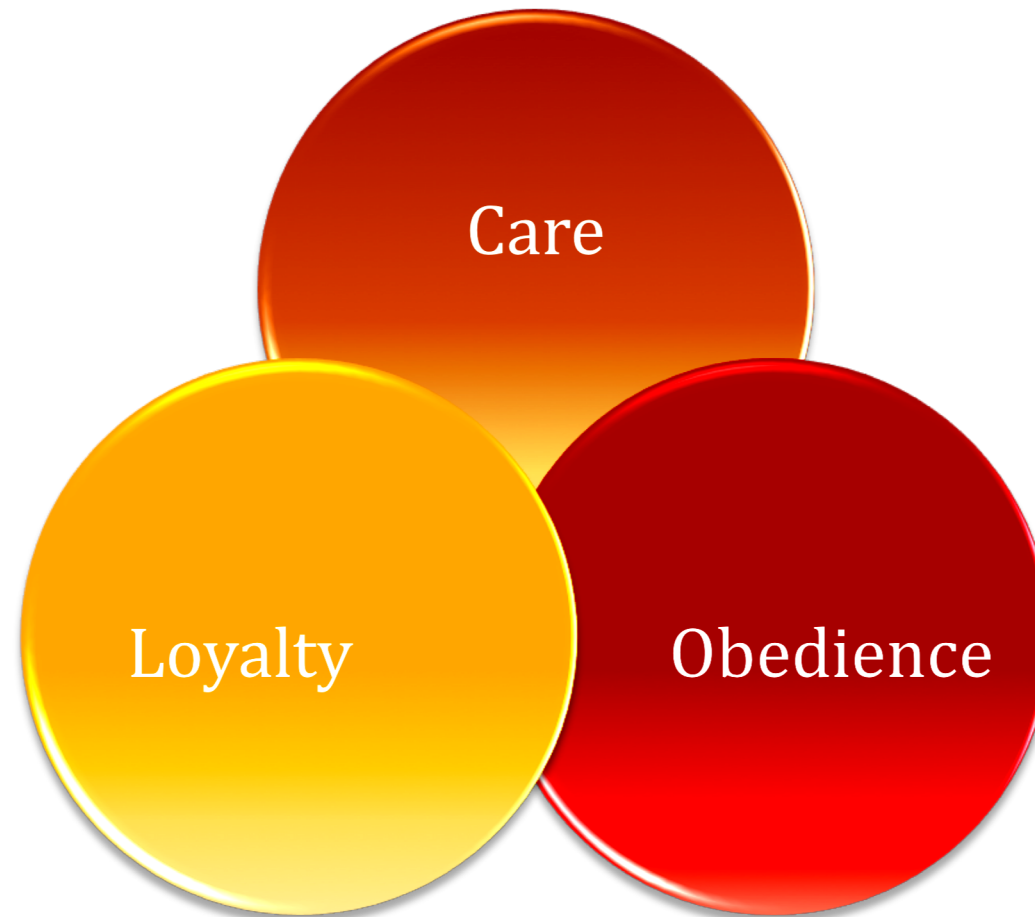


# What Board members should know/have

- » 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



# The duty of care

## »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

»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

»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

- » 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!



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

- » **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

- » 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



# Board committee appointments

» 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

- » 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

- » 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



# Board performance—Leadership selection

- » 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.

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# GLOBAL HEALTHCARE CONFERENCE

# Board Performance—Board self-evaluation

- » 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

## » 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.



# Governance efficiency

- » 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

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[www.efca.org](http://www.efca.org)



# Questions



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