

POLICY: Meetings of Directors without Management

Number: 1-030

Developed by: Governance Committee	Review or Revision by: Governance Committee
Approval Date: Initial: September 23, 2014 Reviewed/Revised Date: April 25, 2017	Review or Revision Date: Every Three Years
Approved by: Board of Directors	Signature(s) _____

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Policy

The independent Directors shall meet without management after every regularly scheduled Board meeting and from time to time as determined by the Chair or at the request of at least two Board members. Matters in the meeting shall remain confidential unless otherwise stated.

Purpose

The purpose of this policy is to:

1. Ensure that the Board exercises independent oversight of management.
2. Provide an opportunity to assess Board processes and particularly the quality of material and information provided by management.
3. Provide an opportunity for the Board Chair to discuss areas where the performance of the Board could be strengthened.
4. Build relationships of confidence and cohesion among Board Members.

Process

1. Such meeting shall not be considered to be a meeting of the Board but rather will be for information purposes only.

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2. Minutes will not be kept.
3. The President and CEO and Chief of Staff will be invited by the Chair to participate in a part of the meeting without management before being excused.
4. The Chair shall immediately communicate with the President and CEO and/or Chief of Staff any relevant matters raised in the discussion.
5. The President and CEO and the Chief of Staff will provide feedback to the Chair about relevant matters related to the Board meeting.
6. Appendix A Meeting Evaluation Guide may be used.

Membership/Participation

A Director that remains in the meeting without management is identified as an “Independent Director” who is described as being free of any special relationship with the hospital.

Members of the Professional Staff and employees shall not be considered independent Board members for the purpose of this policy.

References

OHA Guide to Good Governance



BOARD OF DIRECTORS

APPENDIX A

EVALUATION GUIDE

A. How satisfied are you that:	Unsure/Do Not Know	Not at All	Somewhat Satisfied	Satisfied	Very Satisfied
With the CEO & COS Present					
1. The information package was received in ample time for you to be prepared for the meeting?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. The information contained in the reports was clear.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. All agenda items were covered efficiently?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Action steps were made explicit when decisions were made?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Did we spend enough time discussing strategy?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Without the CEO & COS Present					
6. Are there any issues/topics you would like to address without management?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Your level of participation in making decisions was adequate?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Different viewpoints were understood?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. The Board functioned well as a team at this meeting?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. You had a sense of accomplishment at the end of the meeting?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. There was appropriate information to enable you to make decisions.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Additional Comments: _____