

BUILDING KEY BOARD RELATIONSHIPS

Hospital Consortium

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Overview



- General Principles and Guidelines
- Key Board Relationships
 - CEO and administration
 - Employees, contractors and medical staff
 - Community, patients and family, and media

Rules may differ depending on type of hospital...



Public (govt owned)

- Subject to state laws regarding operations (e.g., open meeting, public records, elections, finance, etc.).
- Board must act per statutory obligations.
- Govt immunity.



Private nonprofit

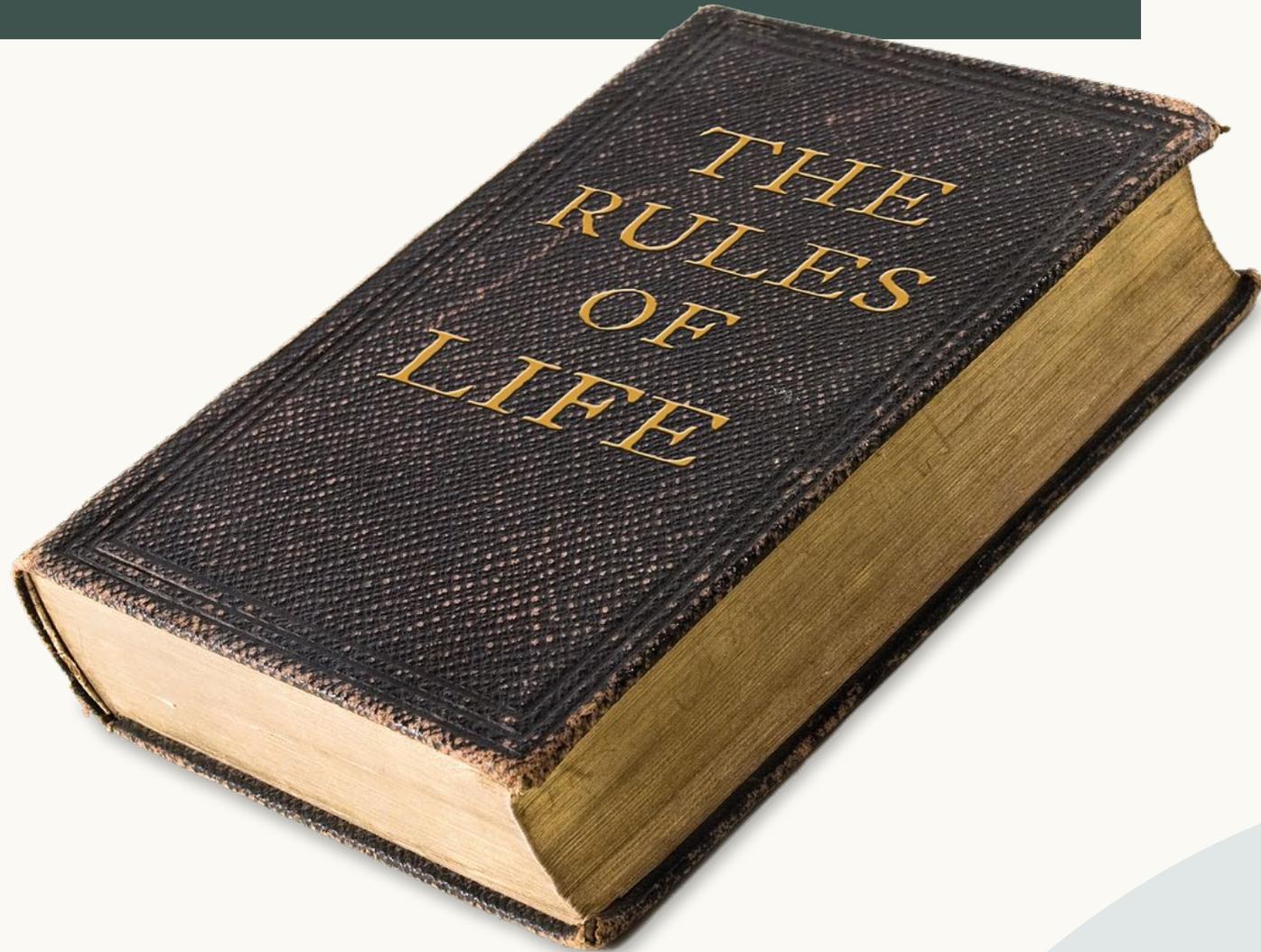
- Subject to state and federal laws regarding nonprofit corporations.
- Operate for charitable purpose, community benefit.
- Board must further charitable mission.



Private for profit

- Greater flexibility in operations.
- Subject to state laws regarding corporations.
- May have national and local board.
- National board acts for benefit of shareholders.

GENERAL PRINCIPLES



Board Authority

- The board is the governing body of the hospital and has the ultimate authority and responsibility for the operation of the hospital. (See IC 39-1395; Wyo. Admin. R. 12-6; 42 CFR 482.12)
- The board has the authority, not individual board members.
 - Board must have quorum to act.
 - Board may delegate authority to committees or individuals.
 - Individual board members lack authority to act unless authorized by the board.
- Board members may expose themselves to liability if act outside scope of authority.
 - *Ultra vires* acts.
 - Loss of statutory immunity and/or insurance coverage.

Board's Role and Responsibilities

BOARD = GOVERNANCE

Focus on primary responsibilities:

- Hospital mission.
- Hiring and evaluating CEO.
- Strategic planning.
- Credentialing qualified providers.
- Ensuring:
 - Quality patient care.
 - Financial stability.
 - Regulatory compliance.
- Community relations.
- Board education and renewal.

ADMINISTRATION = MANAGEMENT

- Tactical steps to achieve Board's strategic plan.
- Implements and enforces Board policies.
- Manages day-to-day operations.
- Handles employment issues.
- Recommends to the Board.
- Reports to Board.

Board's Role and Responsibilities

BOARD = GOVERNANCE

ADMINISTRATION = MANAGEMENT

Focus on p

- Hospital
- Hiring a
- Strategic
- Credential
- Ensuring
 - Qual
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- Commu
- Board education and renewal.



- Review Board's strategic
- Enforces Board policies.
- Oversees operations.
- Addresses issues.
- Reports to Board.

Fiduciary Duties

1. Due care, i.e.,
 - With the care that ordinarily prudent person would exercise.
 - Take reasonable steps become informed and make inquiry when appropriate.
 - May reasonably rely on experts, committees, etc.
2. Loyalty, i.e.,
 - Act in best interest of the hospital.
 - Avoid conflict of interest.
3. Obedience, i.e.,
 - Act within scope of authority.
 - Act consistently with bylaws, policies, statutes and regulations.
 - Liable for *ultra vires* acts.

Confidentiality

- Do not disclose confidential info without authorization, e.g., patient info, personnel matters, financial details, strategic plans, legal issues, risk management, etc.
- Statutes or other laws may prohibit use or disclosure of info.
 - Employee and personnel matters
 - HIPAA privacy and security rules
 - State privacy laws
 - Peer review statutes
 - Other?
- For govt hospitals:
 - Ethics in govt laws.
 - Beware Open Meeting Laws and Public Records Acts.
 - Be wise concerning what you write or say.

CAUTION
**When in doubt,
don't disclose**

Communications

DO

- Listen first to ensure you understand.
- Respond thoughtfully and empathetically.
- **Elevate or redirect.**
- Acknowledge concerns without making commitments.
- Maintain professional demeanor.
- Take notes and/or document as appropriate.

DON'T

- Disclose confidential matters.
- Make promises.
- Act beyond your authority.
- Speak beyond your knowledge.
- Assume speaker is correct or has all the facts.
- Criticize staff or administration.
- Get into arguments.

Elevate v. Redirect

ELEVATE

- To board chair or CEO
 - Serious safety concerns.
 - Potential legal issues, e.g., compliance or litigation.
 - Significant community relations problems.
 - Matters involving the supervisor who would otherwise receive report.
- Board chair or CEO will follow up and report back as appropriate.

Use judgment based on

- **Severity**
- **Urgency**
- **Potential impact on hospital or reputation**
- **Other**

REDIRECT

- To appropriate management, staff, or medical staff leadership
 - Routine complaints.
 - Operational questions.
 - Specific service requests.

BOARD AND CEO



Big Picture

**You want the
CEO and
Administration to
succeed!**

*Give them the
help and support
they need.*

Remember: Board's Role and Responsibilities

BOARD = GOVERNANCE

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- Credentialing qualified providers.
- Ensuring:
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ADMINISTRATION = MANAGEMENT

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- Implements and enforces Board policies.
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- Handles employment issues.
- Recommends to the Board.
- Reports to Board.

Text me at 208-409-7907

1. FOR BOARD MEMBERS

- What does or could your Administration do to help the Board function more effectively?

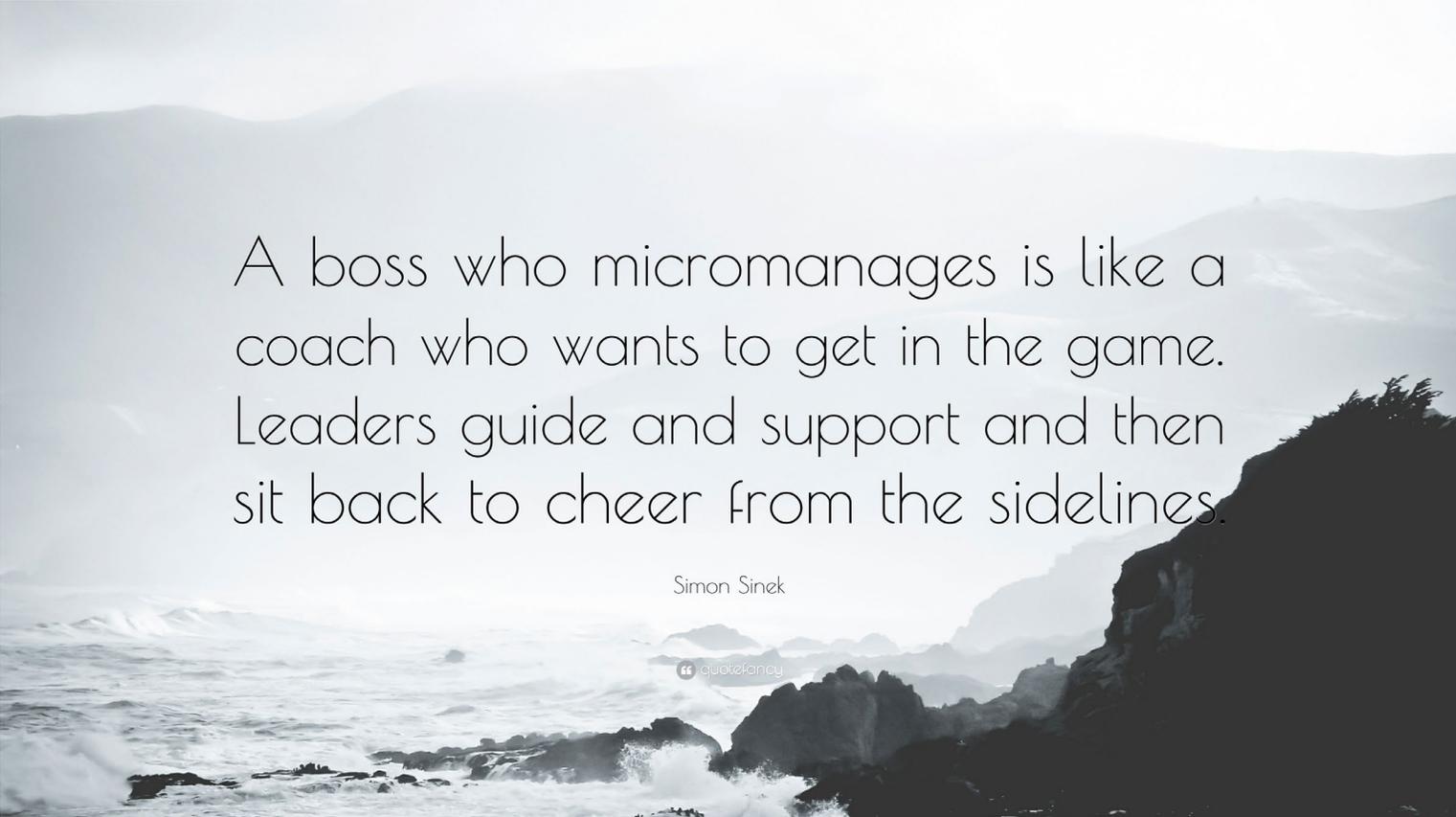
2. FOR CEO/ADMINISTRATION

- What does or could your Board do to help you and/or the hospital succeed?



I promise I will not disclose who said what.

Do not micromanage.



A boss who micromanages is like a coach who wants to get in the game. Leaders guide and support and then sit back to cheer from the sidelines.

Simon Sinek

“ quotezancy

- You likely lack knowledge and skills to manage.
- You will—
 - Cause stress and fear.
 - Stifle morale, motivation, creativity, enthusiasm, and productivity.

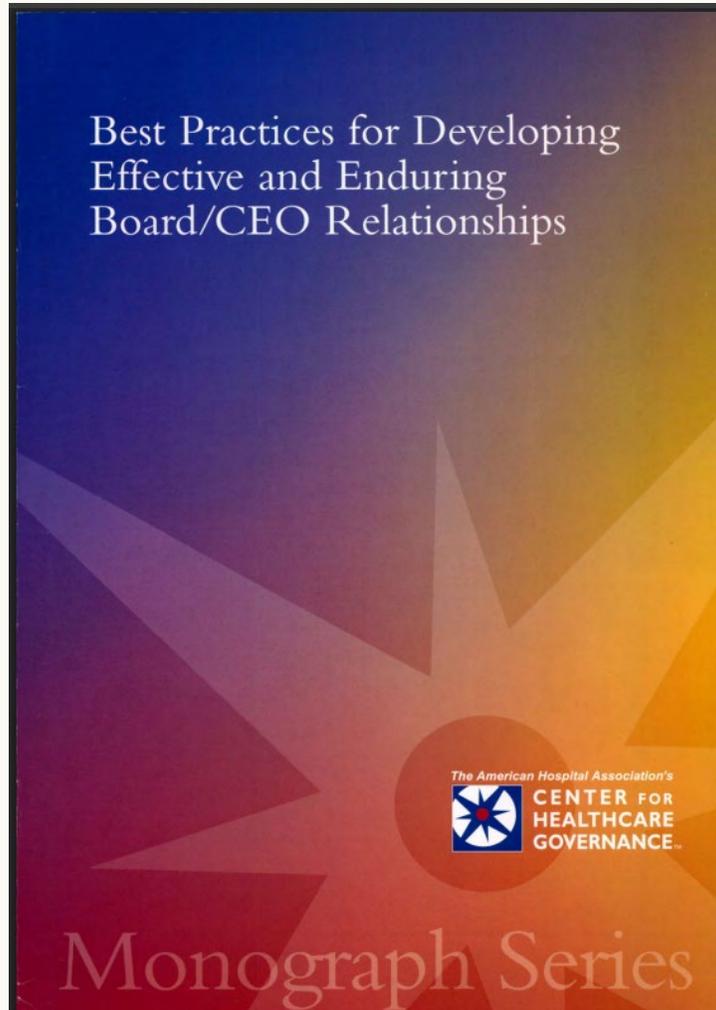
Effective CEO Relations

- Maintain professional boundaries.
 - Respect the CEO's authority.
 - Work through proper channels.
 - Avoid end-runs around leadership.
- Maintain productive communications.
 - Request relevant and appropriate information in advance.
 - Ask clarifying questions as appropriate.
 - Confirm realistic projections and clarify expectations.
 - Provide constructive feedback.
 - Support administration publicly and address concerns privately.

Effective CEO Relations

- When concerns arise:
 - Address issues through board chair first.
 - Use executive sessions appropriately.
 - Focus on outcomes, not methods.
 - Ensure you understand facts and establish realistic and fair expectations.
 - Require accountability but not infallibility.
 - Document concerns formally when necessary.

Board and CEO



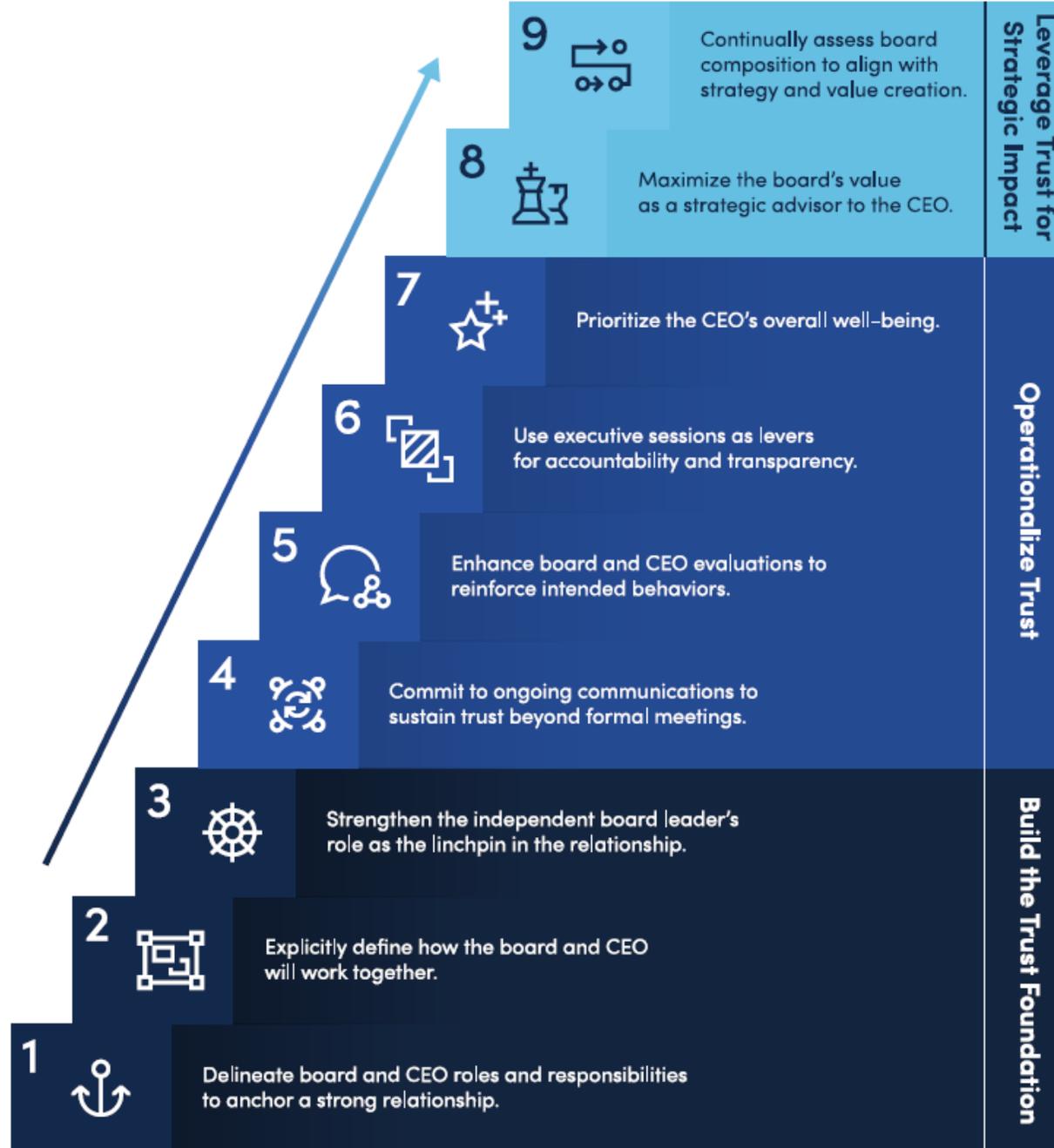
- <https://synergyorg.com/wp-content/uploads/2021/09/AHA-CHG-Monograph.pdf>

National Association of Corporate Directors Report:

Building a High-Trust Board-CEO Relationship

<https://www.nacdonline.org/all-governance/governance-resources/governance-research/blue-ribbon-commission-reports/2025-board-ceo-relationship/>

Building a High-Trust Board-CEO Relationship | NACD

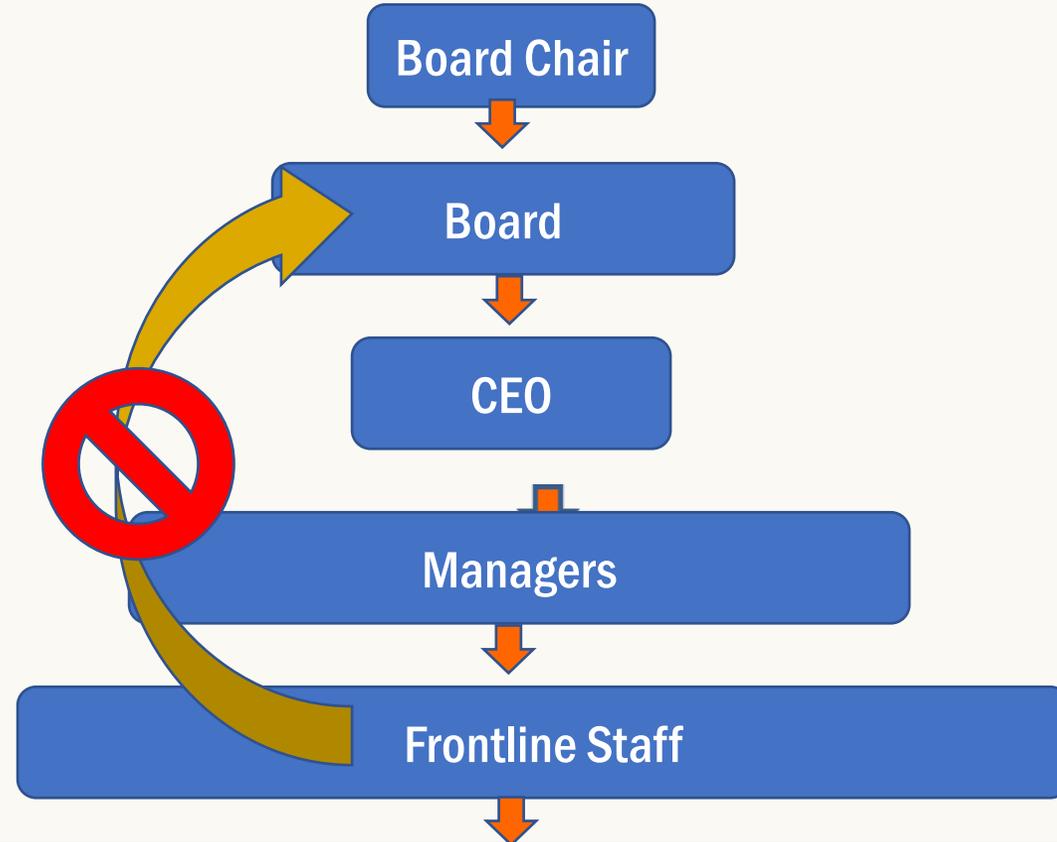


BOARD AND STAFF



- Employees
- Contractors
- Medical staff members
- Others?

Respect the Chain of Command



Patients and Community Members

- Undermines leadership authority
- Breach contract
- Violate employment laws
- Breach confidentiality
- Waive privileges
- Misrepresentation
- Bad facts for litigation
- Create false expectations
- Bad precedent
- No authority
- Personal liability
- Others?

Don't feed the foxes



Scenario 1

SCENARIO

- Maria Rodriguez, a finance department employee, contacts you as a board member, alleging that her supervisor has been approving questionable expense reimbursements for certain department heads and may be falsifying documentation.

RISKS AND RESPONSE?

Scenario 1

SCENARIO

- Maria Rodriguez, a finance department employee, contacts you as a board member, alleging that her supervisor has been approving questionable expense reimbursements for certain department heads and may be falsifying documentation.

RISKS AND RESPONSE?

- **Take the allegation seriously** while remaining neutral and fact-focused.
- **Direct to proper channels:** "This type of concern needs to go through our compliance hotline or directly to our Chief Compliance Officer."
- **Protect the whistleblower:** Affirm hospital's non-retaliation policy.
- **Avoid making promises.**
- **Follow up:** Report to Board chair so that hospital may ask Administration to report on findings and action.

Scenario 2

SCENARIO

- An emergency department physician approaches you as a board member after a board meeting. She expresses serious concerns about understaffing in the ED during night shifts, citing two recent incidents where patient care was potentially compromised due to delayed response times.

RISKS AND RESPONSE?

Scenario 2

SCENARIO

- Dr. Chen expresses serious concerns about understaffing in the ED during night shifts, citing two recent incidents where patient care was potentially compromised due to delayed response times.

RISKS AND RESPONSE?

- **Listen actively** and, if necessary, take notes.
- **Thank** Dr. Chen and emphasize commitment to patient safety.
- **Direct to proper channels:** "While I appreciate you sharing this with me, our CEO and Chief Medical Officer should be made aware immediately if they aren't already."
- **Ensure documentation:** Ask Dr. Chen to submit her concerns in writing through the hospital's incident reporting system.
- **Follow up appropriately:** Inform the board chair and CEO about the conversation (without breaching confidentiality unnecessarily).
- **Avoid making promises about specific solutions,** but commit to ensuring the issue receives proper attention.

Scenario 3

SCENARIO

- James Wilson, a respiratory therapist, contacts you as a board member claiming he's been subjected to racial discrimination by his department manager. He alleges he was passed over for promotion twice in favor of less qualified white colleagues and has been assigned the most difficult shifts as retaliation for filing an HR complaint. He's considering legal action and wants the board to know that HR "isn't doing anything."

RISKS AND RESPONSE?

Scenario 3

SCENARIO

- James Wilson, a respiratory therapist, contacts you as a board member claiming he's been subjected to racial discrimination by his department manager.

RISKS AND RESPONSE?

- **Take the allegations very seriously** and affirm same to employee.
- **Do not investigate personally, e.g.,** details, names, that could compromise investigation.
- **Direct to proper channels immediately:** "You need to work with our HR department and Chief Compliance Officer. If you feel HR isn't responsive, our compliance hotline provides an alternative reporting mechanism."
- **Document the contact:** Note the date, time, and nature of complaint for board records.
- **Affirm non-retaliation policy.**
- **Escalate appropriately:** Notify the board chair or CEO, who will presumptively contact hospital's attorney; beware sharing specifics unless attorney asks.
- **Avoid giving advice:** Don't suggest legal remedies or comment on the merits of the claims.
- **Don't make promises.**
- **Ask Board chair to request report from administration.**

Communications: Remember...

DO

- Listen first to ensure you understand.
- Respond thoughtfully and empathetically.
- **Elevate or redirect.**
- Acknowledge concerns without making commitments.
- Maintain professional demeanor.
- Take notes and/or document as appropriate.

DON'T

- Disclose confidential matters.
- Make assumptions; there are always two sides.
- Make promises.
- Act beyond your authority.
- Speak beyond your knowledge.

Appropriate Engagement

- *Remember: hospital may be liable for your actions and statements.*
- Maintain appropriate professional boundaries.
 - Be friendly but professional.
 - Recognize contributions and good work.
 - Avoid discussing personnel matters.
 - Respect chain of command.
- Support staff morale.
 - Maintain positive presence during hospital visits.
 - Participate in appropriate recognition events.
 - Demonstrate board support for staff but not to the detriment of administration.
- Other?

BOARD AND THE COMMUNITY



- Patients and family
- Community at large
- Govt representatives
- Media

Board and the Community

- What does being a hospital ambassador mean?

Board and the Community

- What does being a hospital ambassador mean?
 - *Represent the hospital's mission and values.*
 - *Promote the hospital in the community.*
 - *Communicate hospital's message to the community.*
 - *Build community trust and relationships.*
 - *Engage with community to understand needs.*
 - *Respond appropriately to community questions.*
 - *Provide feedback to the Board and the Administration.*
 - *Others?*

Board and the Community

- What are some things you can do to be an effective ambassador for the hospital in the community?

Board and the Community

- What are some things you can do to promote the hospital in the community?
 - *Develop and implement community relations plan.*
 - *Develop and understand hospital’s message to the community.*
 - *Develop and use key talking points.*
 - *Share message through, e.g.,—*
 - *Media, including but not limited to social media.*
 - *Internal and external newsletters.*
 - *Website posts.*
 - *Community events and organizations.*
 - *Social and professional gatherings.*
 - *Health fairs and other volunteer opportunities.*
 - *Effective board meetings when open to public.*
 - *Others?*

Remember:

- *Stay within your authority and knowledge, and*
- *Keep “on message.”*
- *Don’t disclose confidential info.*

Represent the Hospital

- Community may judge the hospital by your actions and statements.
- Always maintain high standards of ethical and business conduct.
- Beware of social media and other such public platforms.
 - Disclosure of confidential information including response to negative reviews.
 - Statements that may be attributed to the hospital or that may lead others to believe you are speaking on behalf of the hospital.
 - Extreme positions that may reflect poorly on hospital.
 - Political lobbying in violation of rules.
 - Defamatory, discriminatory, false information.
- If you must comment, ensure it is clear that you are not speaking for the hospital.
- If conflict arises, may need to recuse or resign.

Support the Hospital

- Always support the hospital, especially in the community.
- If you disagree or have concerns, address it internally at the hospital through the Board.
- Board members should present a unified and consistent front in the community.
- Know and address:
 - Hospital’s mission, vision and values.
 - Quality metrics and achievements.
 - Community benefit programs.
 - Strategic initiatives and future plans.
- Avoid contradicting official hospital positions or creating confusing or conflicting statements.
- Avoid speaking outside your knowledge.
 - “I don’t know but I’ll find out” is better than misrepresentation.
- Elevate or redirect as appropriate.
 - “Let me get you to the right person to respond...”

Resources:

- Fact sheets and talking points
- Dashboard reports, quality data, etc.
- Training and orientation materials

Possible Key Talking Points

- Quality and safety metrics
 - *Patient satisfaction scores*
 - *Clinical quality indicators*
 - *Safety certifications and awards*
- Community benefit
 - *Charity care provided annually*
 - *Community health programs and partnerships*
 - *Economic impact (jobs, local purchasing)*
 - *Provider recruitment and retention*
- Strategic initiatives
 - *Service line expansions*
 - *Facility improvements*
 - *Technology upgrades*
 - *Partnership developments, e.g., other facilities, universities, employers, etc.*
- Upcoming events or opportunities

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DON'T

- Disclose confidential matters.
- Make promises.
- Act beyond your authority.
- Speak beyond your knowledge.
- Engage in political advocacy using hospital platform.
- Criticize competitors or other healthcare providers.

Effective Communications

COMPLAINTS ABOUT CARE QUALITY

- Sample response: *"I understand your concern about the care you received. Patient safety and quality are our top priorities. Let me connect you with our patient relations team who can properly investigate and address your specific situation. They have the expertise and authority to review what happened and work with you on next steps."*
- Shows concern, reinforces hospital values, directs to appropriate resource, doesn't make promises about outcomes

Effective Communications

REQUESTS FOR SERVICES/PROGRAMS

- Sample response: *"Thank you for suggesting that. Community input is valuable in our planning process. I'll ensure this suggestion reaches our strategic planning team and medical staff leadership who evaluate new service opportunities based on community need and clinical evidence."*
- Shows appreciation for input, explains decision-making process, commits to appropriate referral without promising specific outcome

Effective Communications

FINANCIAL / BILLING ISSUES

- Sample response: *"I understand billing issues can be very stressful. These matters require specialized attention from our financial counselors who understand insurance requirements and can work with you on payment options. Let me get you connected with someone who can review your specific situation and help find solutions."*
- Shows empathy, acknowledges complexity, directs to appropriate expertise, focuses on problem-solving

Plan, Assess and Report

- Identify opportunities, coordinate, track and report on activity in Board meetings or Board materials.
 - Key constituencies and plan for Board member involvement
 - Opportunities for community interactions
 - Event(s) to attend or attended
 - Media communications
 - Key conversations and outcomes
 - Community feedback received
 - Follow up actions required
 - Other?
- Coordinate with hospital's public relations department.

Crisis Response

- Media interactions
 - Know designated spokesman protocol.
 - Refer to appropriate person.
 - Avoid speculation or personal opinions.
- Community crisis response
 - Unified board messaging.
 - Know and support administration's communication plan.

Questions?



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