

Board Training Bootcamp



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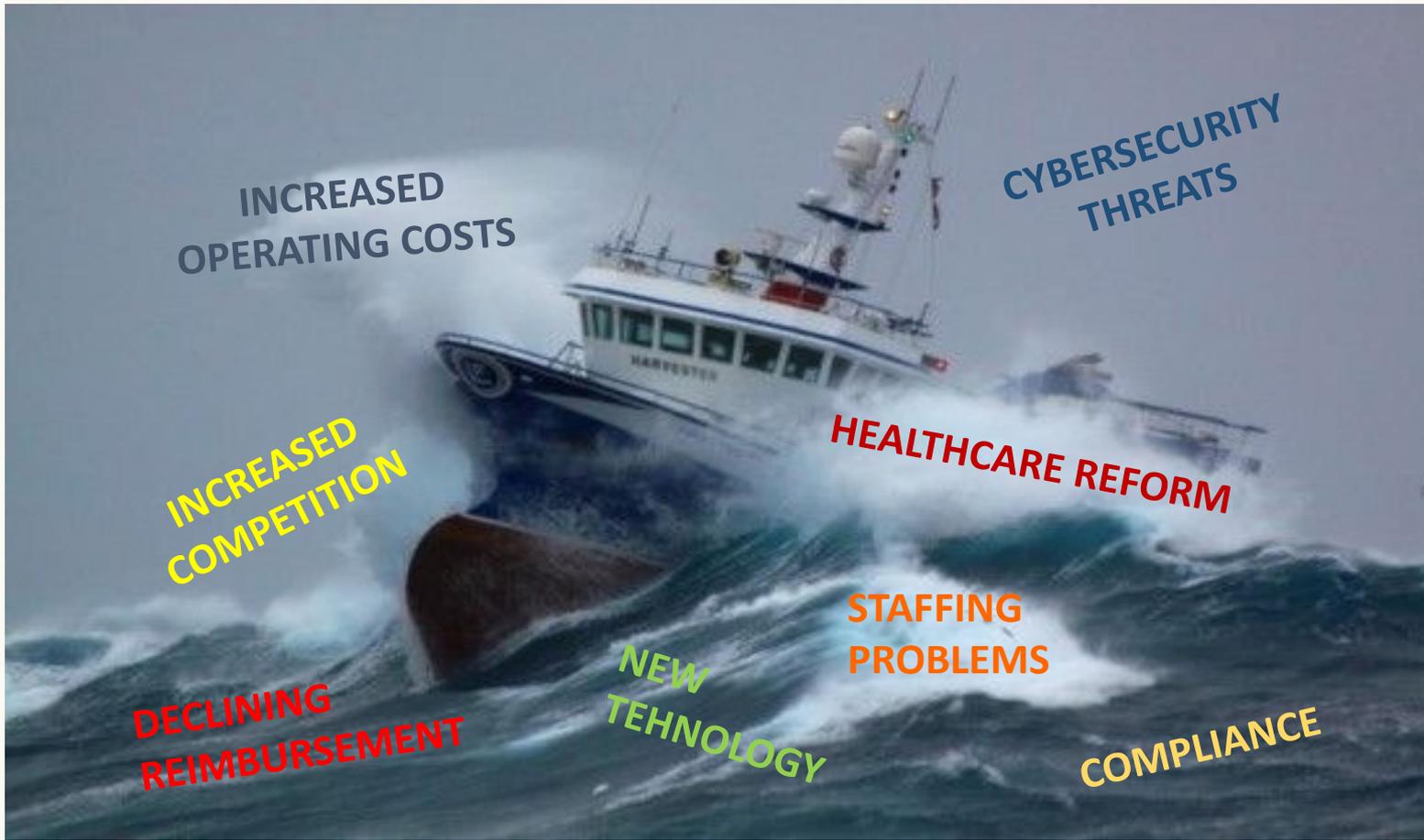
KIM C. STANGER

(1/26)

Introduction

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Stormy Times in Healthcare...



Overview

- Laws re County Hospital Boards
- Board Responsibilities and Roles
- Governance v. Management
- Handling Key Relationships
- Credentialing
- Board Authority
- Fiduciary Duties
- Open Meeting and Public Records Acts
- Defenses and Protections for Board Members



Written Resources

- PowerPoint slides
- Idaho Constitution Art. VIII Sect. 3C
- Idaho Code 31-3601 et seq.
- Idaho Open Meeting Law Manual
- Stanger, Letter re Relationship between County Hospital and County
- Stanger, Effective Hospital Boards: Fulfilling Board Responsibilities Self-Assessment
- AHA, *The Guide to Good Governance for Hospital Boards* (12/09), <https://trustees.aha.org/sites/default/files/trustees/09-guide-to-good-governance.pdf>
- Arnwine, *Effective Governance: The Roles and Responsibilities of Board Members* (2002), <https://www.ncbi.nlm.nih.gov/pmc/articles/PMC1276331/>
- *Roles and Responsibilities of Hospital Board Members*, Missouri Hosp. Ass'n (2021)
- B. Bader, *Distinguishing Governance from Management*, IHA Trustee Services (2008)
- Board Brief, *Understanding the Difference Between Governance and Management Responsibilities*, Colorado Hosp. Ass'n (2014)
- AHA, *Top 10 Principles and Practices of Great Boards*, <https://trustees.aha.org/top-10-principles-and-practices-great-boards>

County Hospitals under Idaho Law



Laws Governing County Hospital Board

IDAHO LAW

- Idaho Constitution
 - Article VIII section 3C
- Idaho statutes and regulations
 - County hospital board, IC 31-3601 et seq.
 - Hospital licensing, IC 39-3901 et seq.
 - Laws re public entities, e.g.,
 - Public Finance
 - Public Records, Open Meetings, Ethics in Govt, IC 74-101 et seq.
 - Medicaid requirements
 - Others

FEDERAL LAW

- Medicare Conditions of Participation, 42 CFR 485.601 et seq.
- Various federal laws
 - EMTALA
 - False Claims Act
 - Anti-Kickback Statute
 - Ethics in Patient Referrals Act (Stark)
 - HIPAA
 - Others

County Hospitals

- Once the county hospital board is established, the hospital generally operates separate from and as a distinct entity from the county.
 - Governed by the hospital board of trustees.
 - Managed by the hospital administrator and staff.
 - Employs its own employees.
 - Enters its own contracts.
 - May own its own property.
 - May sue and be sued in its own name.
 - Recognized as a separate political subdivision of the state.
 - County commissioners have limited authority or responsibility.
 - Board may only be discontinued by vote of electors in the state.
- (See IC 31-3601 et seq.)

County Hospital Board: Duties and Authority

HOSPITAL BOARD

- Operate the hospital.
- Acquire and maintain hospital property.
- Collect, retain, and account for hospital money.
- Contract and pay for all items and services necessary for hospital to function.
- Conduct its own meetings.
- Hire CEO, administration, and other employees.
- Appoint medical staff and determine privileges.
- Establish hospital rules and regs.
- Any other implied powers necessary to successfully operate the hospital.

(IC 31-3602 to -3617)

COUNTY COMMISSIONERS

- Appoint trustees after considering proposal of trustees.
- One commissioner serves on hospital board with or without vote.
- Receive annual audit report.
- Approve annual budget submitted by trustees.
- Approve rules and regs established by trustees.

County Hospital Board: Duties and Authority

“LIBERAL INTERPRETATION OF POWERS OF BOARD. The grant of powers ... to county hospital boards and to the duly authorized officers and agents thereof shall be liberally interpreted and construed as a broad and general grant of powers to the end that the operation and administration of county hospital properties may be efficient, economical and successful; the enumeration of certain powers that would be implied without such enumeration shall not be construed as a denial or exclusion of other implied powers necessary for the free and efficient exercise of the powers expressly granted.”

(IC 31-3617)

County Hospital Board Officers

- Chairman
- Vice-chairman
- Secretary
- Treasurer

(IC 31-3608)

Must be members of the board

May be members of the board or others, e.g., hospital employees

County Hospital CEO

- “The county hospital board shall select and employ a competent chief executive officer whom they shall vest with general managerial powers over the operation of the hospital property, subject to the provisions of this act and subject to the rules and regulations for the conduct of the hospital affairs as formulated by the hospital board and approved by the board of county commissioners, together with such assistant or assistants as the board may find necessary or convenient to the efficient and successful operation of the hospital property...”
- “The chief executive officer shall be responsible for the employment, supervision, direction, assignment and discharge of all operating employee personnel.”

(IC 31-3609)

Critical Access Hospital: Conditions of Participation

“Condition of participation: Organizational structure.
(a) Standard: Governing body The CAH has a governing body ... that assumes full legal responsibility for determining, implementing and monitoring policies governing the CAH's total operation and for ensuring that those policies are administered so as to provide quality health care in a safe environment.”

(42 CFR 485.627)

Effective Hospital Boards



Don't get distracted
from your goal.



Elements of Accomplishing Mission

- Understand current and future health care needs of community.
- Strategic plan to meet those needs.
- Qualified and effective practitioners.
- Appropriate facilities, equipment and services.
- Community relations and support.
- Financial stability.
- Effective management and leadership to implement foregoing.

Board Responsibilities: General Categories

- Hospital mission, vision and values
- Strategic planning
- Community relations
- Quality patient care
- Qualified health care professionals
- Financial stability
- Hiring and evaluating CEO
- Statutory and regulatory compliance
- Board education and efficient processes

Board Responsibilities: Self-Assessment

- Mission, vision and values
- Strategic planning
- Community relations
- Quality patient care
- Qualified health care professionals
- Financial stability
- Effective administration
- Statutory and regulatory compliance
- Board recruitment, education and efficient processes

(See Stanger, *Effective Hospital Boards: Fulfilling Board Responsibilities Self-Assessment*)



Shared Goals, Different Roles

Governing Board:

Ultimate authority for operation of the hospital.

(IC 31-3607 to -3617, 39-1395;
42 CFR 485.627)

Administration

“vest[ed] with general managerial powers over the operation of the hospital...”, i.e., day-to-to day operations

(IC 31-3609)

Medical Staff

“Provides medical direction for the CAH's health care activities and consultation for, and medical supervision of, the health care staff”

(42 CFR 485.631)



Shared Goals, Different Roles

Board's Roles

1. Sets policies
2. Makes big decisions
3. Oversees management

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42 CFR 485.631)



Board Roles: Decision Making

- Board must make certain decisions, e.g.,
 - Hire CEO/administrator
 - Periodic evaluation
 - Approve strategic plan.
 - Hire qualified practitioners.
 - Credentialing and privileging.
 - Service additions/deletions.
 - Approve significant budgets and deals.

Board Roles: Policy Making

- Board should establish general policies that further hospital mission.
 - Mission, vision and values.
 - Board policies.
- Board delegates implementation of policies to management.

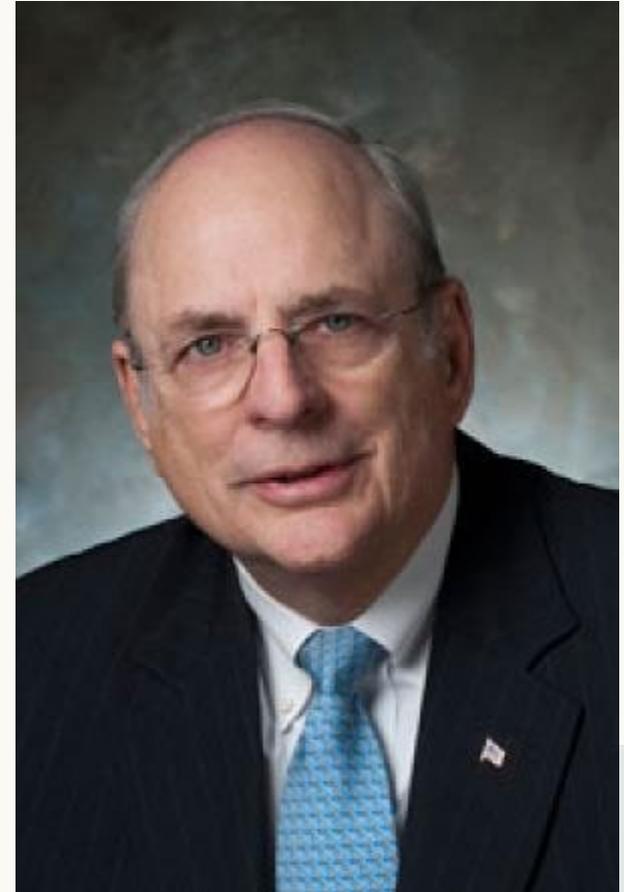
Board Roles: Oversight

- Board should oversee management.
 - Ensure plans, policies and mechanisms are in place.
 - Require and review periodic reports .
 - Ask appropriate questions.
 - Follow up on issues that arise.
 - Hold management accountable.

Board Roles: Oversight

“The role of a director [or trustee] is not to provide management. It is to assure that management is provided.”

- Norman R. Augustine, retired Chairman and CEO of Martin Marietta and Lockheed Martin Corp.; Chair of American Red Cross, National Academy of Engineering, Advisory Committee on the Future of the United States Space Program



Board Roles: Governance v. Management



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

-- Simon Sinek

Board Roles: Governance v. Oversight

“Governing not managing. Boards have an oversight function, but great boards govern—they don’t try to run operations—explicitly or subtly. They are careful not to “get into the weeds” with overly detailed operational questions and micro-managing day-to-day decisions....

“Recommended practice: Governance—especially in ... organizations such as hospitals ... Is most effective when directors focus their work on higher-level strategic choices, priorities, and future directions. Great boards create the space for great management to operate.”



Trustee Services

The Top 10 Principles and Practices of Great Boards

**Great organizations have great leadership—
at the top and throughout their ranks.**

What distinguishes good boards from mediocre boards is that they follow certain practices that are connected to the effective discharge of governance responsibilities. Great boards take sound board practices to the next level. They build on the basics and pursue a vision of an exceptional board culture built on accountability, candor, continuous learning, and continuous improvement. The great board is never done seeking governance excellence.

Core Principles and Practices

The road to exceptional governance begins with a board embracing a core set of principles and practices that give meaning to the overused term “great governance.” Embedded in core governance documents such as corporate governance principles, a governance charter, and the board’s position description, these core elements are reinforced during board orientation and form the framework for a robust, systematic approach to governance.

The road to exceptional governance begins with a board embracing a core set of principles and practices that give meaning to the overused term “great governance.”

Board Roles: Remember...

- The CEO has “general managerial powers over the operation of the hospital property ... subject to the rules and regulations ... formulated by the hospital board”
- The CEO “shall be responsible for the employment, supervision, direction, assignment and discharge of all operating employee personnel.”
(IC 31-3609)
- “The CAH has a governing body ... that assumes full legal responsibility for determining, implementing and monitoring policies governing the CAH's total operation and for ensuring that those policies are administered so as to provide quality health care in a safe environment.”
(42 CFR 485.627)

Board's Roles	Management's Roles
Select, evaluate and support the CEO	<ul style="list-style-type: none"> ✓ Run the organization in line with board direction. ✓ Keep the board educated and informed. ✓ Seek the board's counsel.
Approve high-level organizational goals and policies.	<ul style="list-style-type: none"> ✓ Recommend goals and policies, supported by background information.
Make major decisions.	<ul style="list-style-type: none"> ✓ Frame decisions in the context of the mission and strategic vision and bring the board well-documented recommendations.
Oversee management and organizational performance.	<ul style="list-style-type: none"> ✓ Bring the board timely info in concise, contextual or comparative formats. ✓ Communicate with candor and transparency. ✓ Be responsive to request for additional info.
Act as external advocates and diplomats in public policy, fundraising and stakeholder/community relations.	<ul style="list-style-type: none"> ✓ Keep the board informed, bring recommendations, and mobilize directors to leverage their external connections to support the organization.

(B. Bader, *Distinguishing Governance from Management*, IHA Trustee Services, Great Boards (Fall 2008))

Board Roles: Governance v. Management

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 Roles: Governance v. Management

BOARD = GOVERNANCE

Focus on primary responsibilities:

- Hospital m
- Hiring and
- Strategic p
- Credentiali
- Ensuring:
 - Quality
 - Finan
 - Regul
- Communit
- Board educ



ADMINISTRATION = MANAGEMENT

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operations.
issues.
board.

What happens if you cross the line?

GOVERNANCE?

MANAGEMENT?

- Lose perspective and direction
- Act without knowledge or expertise
- Expose self and hospital to liability
- Lose statutory immunity (e.g., peer review, volunteer, etc.)
- Undermine management credibility
- Disrupt operations
- Drive away competent management
- Other?

How do you tell the difference?

GOVERNANCE?

MANAGEMENT?

“It’s often a challenge for board members to see the fine line between management and governance....

“Micromanagement is a term generally applied to boards that pay too much attention to details, and not enough attention to the ‘big picture’ strategic issues and implications. Board members must understand that they are expected to be the leaders and overseers, not managers and implementers. They should be concerned with the ‘what,’ not the ‘how’. It’s up to everyone on the board to guard against micromanagement. The board chair should ensure its members understand their roles and consistently adhere to them. In addition, the CEO needs to be willing to candidly discuss problems of micromanagement with the board chair to work out board-driven solutions to this problem, if it exists.”

How do you tell the difference?

GOVERNANCE?

MANAGEMENT?

1. Is it big?
2. Is it about the future?
3. Is it core to the mission?
4. Is a high-level policy decision needed to resolve the situation?
5. Is a red flag flying?
6. Is a watchdog watching?
7. Does the CEO want and need the board's support?

(B. Bader, *Distinguishing Governance from Management*, IHA Trustee Services, *Great Boards* (Fall 2008))

How do you do it?

GOVERNANCE?

MANAGEMENT?

What do you do when...

- A physician or hospital employee comes to you with a complaint or concern?
- A community member comes to you with a complaint or concern?
- Administration's report raises significant concerns?
- You think Administration is not handling a concern in an appropriate manner?
- Administration is tasked with an item about which you would like to have significant input?
- Other situations?

Board and Administration

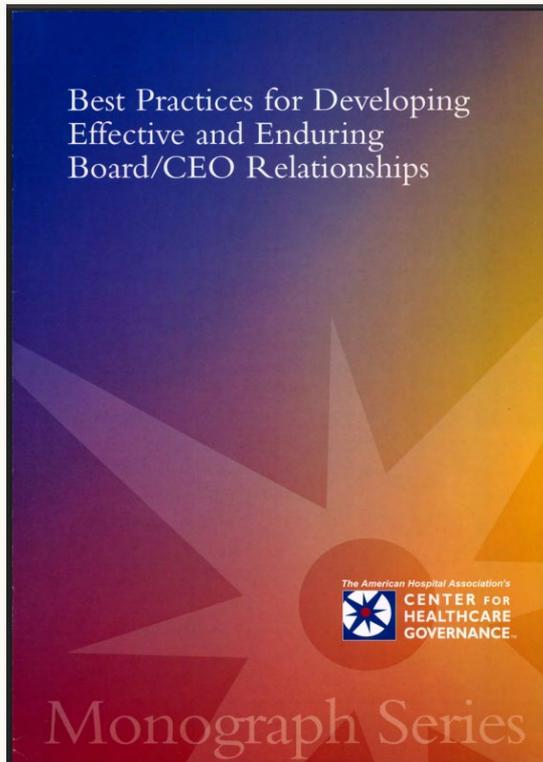
Remember:

You want administration to succeed!

- Listen to them and ask questions as necessary; they have more info and expertise than you.
- Identify and provide needed support.
- Set reasonable expectations.
- Receive and review relevant reports.
- Hold them accountable.



Board and Administration



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

Board and Administration

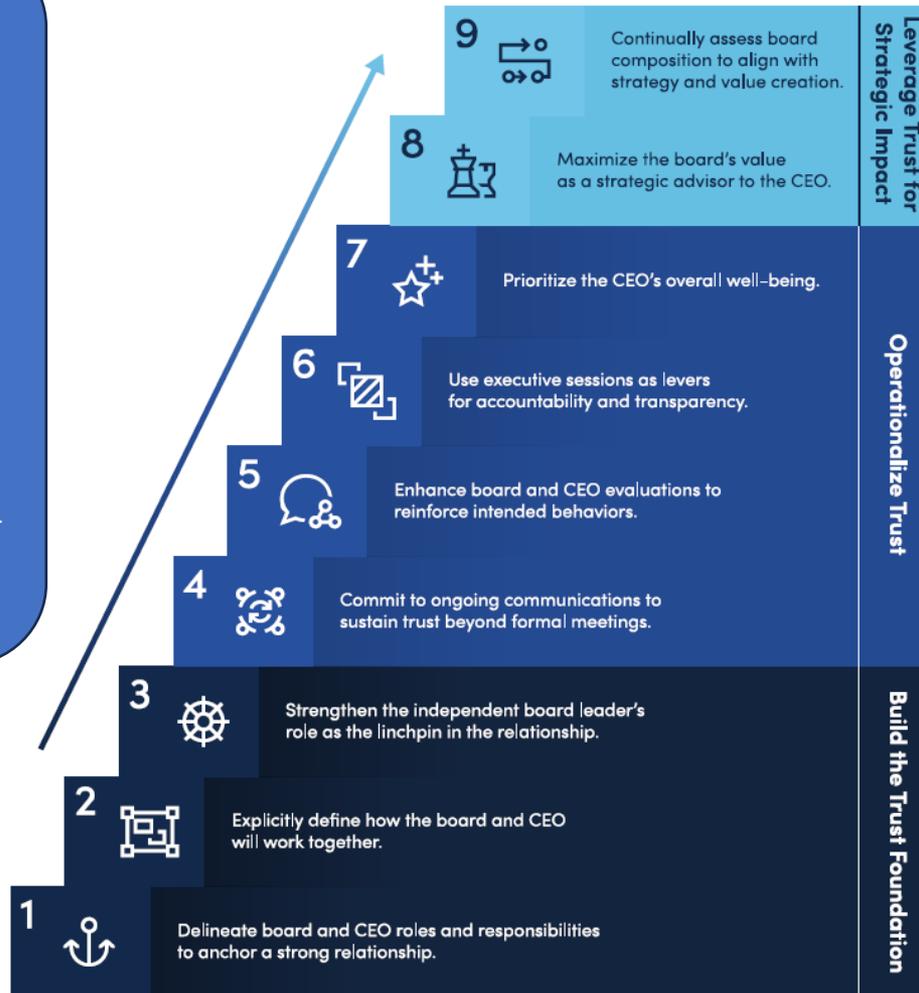
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National Association of Corporate Directors Report:

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 Hospital Staff



- Employees
- Contractors
- Medical staff members
- Others?

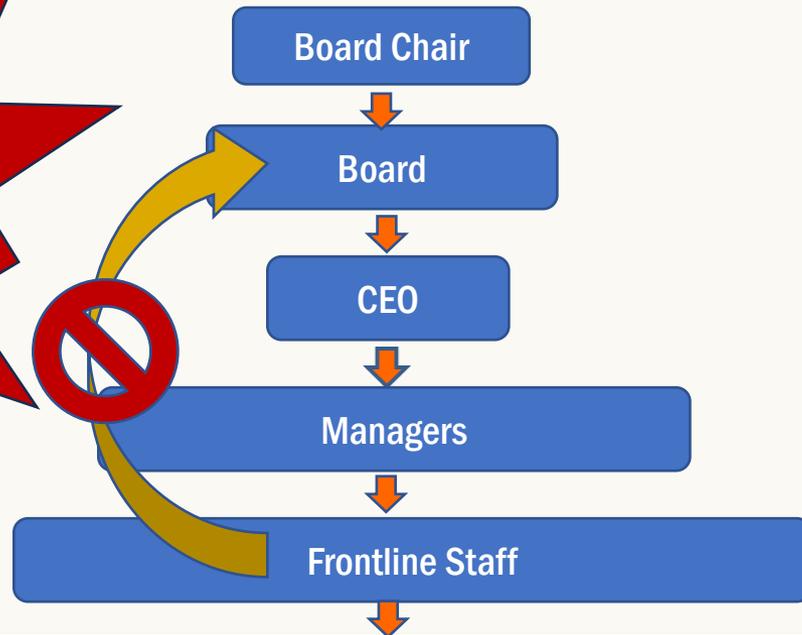
Board and Hospital Staff: Remember...

- The CEO has “general managerial powers over the operation of the hospital property ... subject to the rules and regulations ... formulated by the hospital board”
- The CEO “shall be responsible for the employment, supervision, direction, assignment and discharge of all operating employee personnel.”

(IC 31-3609)

Board and Hospital Staff

**Respect
the chain
of
command!**



- 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?

Board and Staff: Communications

DO

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

DON'T

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

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.

Don't feed the foxes



Board and Staff: 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?

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

Dr. Chen approaches you 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 approaches you 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?

- **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

RISKS AND RESPONSE?

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

- **Take the allegations very seriously** and affirm same to employee.
- **Do not investigate personally**, e.g., details, names, etc., that might compromise the 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**, e.g., date, time, 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.
- **Don't make promises.**
- **Ask Board chair to request report from administration.**

Board and the Community



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

Board and Community: Be an Ambassador

- You are an ambassador to the community.
 - *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 Community: Be an Ambassador

- 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.

Board and Community: 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

Board and Community: 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.
- 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

Credentialing



What is Credentialing?

- **Medical staff membership** = member of staff with rights and responsibility, including right and responsibility for quality patient care at hospital.
 - Initial appointment.
 - Reappointment.
 - **Privileges** = license to use hospital resources and provide specified clinical services at hospital based on:
 - Applicant's education, training, experience and competence.
 - Facility's capability to support the requested privileges with proper equipment, personnel, capacity, etc.
- **Initial appointment**
 - **Reappointment**
 - **Modification**
 - **Adverse action** affecting medical staff membership or privileges.

Why Credentialing?



Credentialing Responsibility

“(1) A hospital or facility may grant to physicians, physician assistants and advanced practice nurses the privilege to admit patients to such hospital or facility; provided however, that admitting privileges may be granted only if the privileges are:

(a) Recommended by the medical staff at the hospital or facility;

(b) Approved by the governing board of the hospital or facility; and

(c) Within the scope of practice conferred by the license of the physician, physician assistant or advanced practice nurse.

“(2) A hospital ... shall specify in its bylaws the process by which its governing body and medical staff oversee those practitioners granted admitting privileges. Such oversight shall include, but is not limited to, credentialing and competency review.”

(IC 39-1396)

Effective Credentialing

Liability to Practitioner

- Due process violation
- Breach of contract
- Emotional distress
- Discrimination
- Defamation
- Antitrust

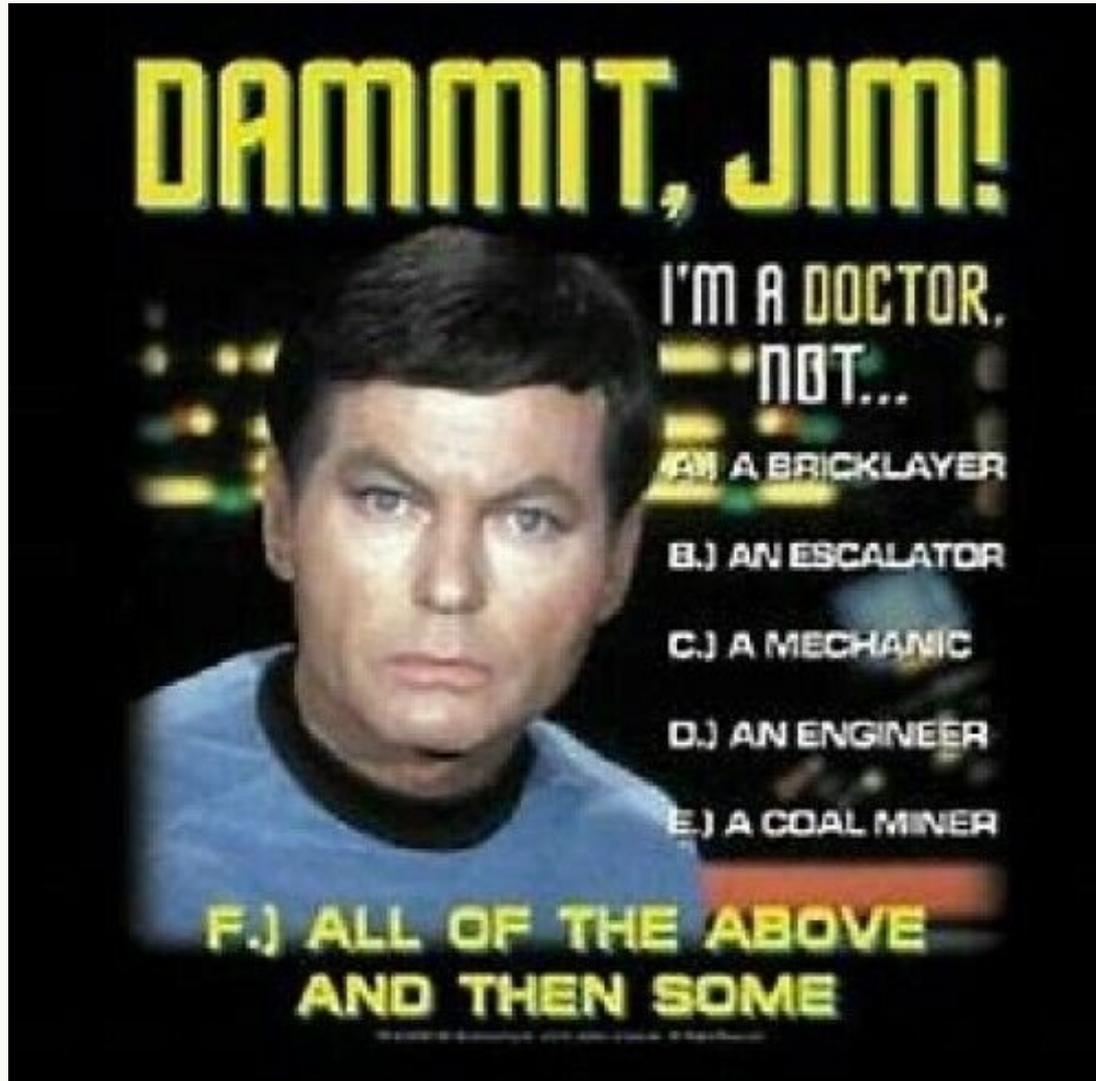
Proper Credentialing

Quality Care
Quality Workplace

Liability to Patient

- Malpractice
- Respondeat superior
- Negligent credentialing

Credentialing Practitioners



Credentialing Practitioners

- Courts usually do not second guess board's decision if:
 - Followed standards in statutes, bylaws and policies.
 - Based on legitimate, documented reasons
 - Patient care or facility operations
 - NOT arbitrary or capricious
 - NOT improper motive, e.g., discrimination, anti-competition, retaliation, etc.
- From legal liability standpoint, the process is more important than the decision.

Board: check these!

Credentialing Decisions



Board's job: ensure the credentialing decisions:

- Are based on documented, legitimate reasons.
 - Not unreasonable, arbitrary, or capricious.
 - Not discriminatory.
 - Do not violate antitrust or anti-competition laws.
- Are consistent with the process and standards in applicable statutes, bylaws, rules and regulations, and accreditation requirements.
 - Healthcare Quality Improvement Act provides immunity if give required due process. (42 USC 11112)
- *See Miller v. St. Alphonsus* (Idaho 2004)

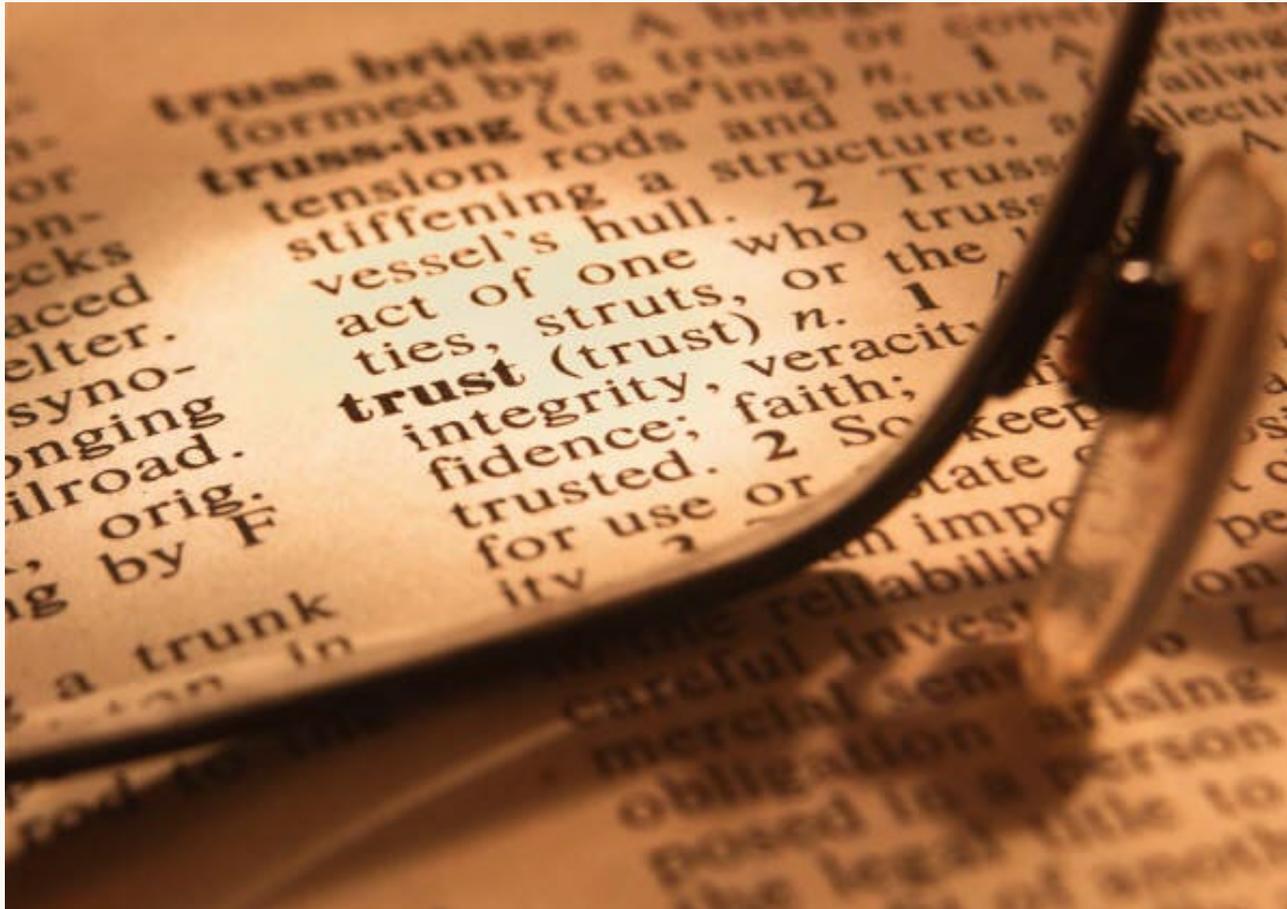
Board Authority



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)
 - 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.

Fiduciary Duties



Trustee = Fiduciary

- “Trustee”
 - Holds or cares for property for benefit of others
 - One in whom trust is placed
- “Fiduciary”
 - Holds or cares for property of another
 - Faithful, loyal, true, e.g., fidelity

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.

Business Judgment Rule



- Generally, Board members are not personally liable for mistakes in judgment if they act:
 - In good faith belief that decision was made in the best interest of the hospital.
 - With due diligence and upon adequate info;
 - ✓ **Complied with duty of care**
 - Without conflict of interest.
 - ✓ **Complied with duty of loyalty.**
 - Within authority granted by statutes and bylaws.
 - ✓ **Complied with duty of obedience.**

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**

Ethics in Govt Laws

State laws generally prohibit:

- Using public funds or property to obtain pecuniary benefit.
- Receiving pecuniary benefit for services performed in official capacity.
- Using or disclosing confidential info gained in official capacity.
- Being interested in any contract made in official capacity unless certain conditions satisfied.
- Appointing relatives to office or employment.

(See, e.g., IC 18-1351, 74-401 and 74-501)

• Penalties include:

- \$1000 and up to 1 year in jail.
- \$500 civil penalty
- Restitution.
- Void contract

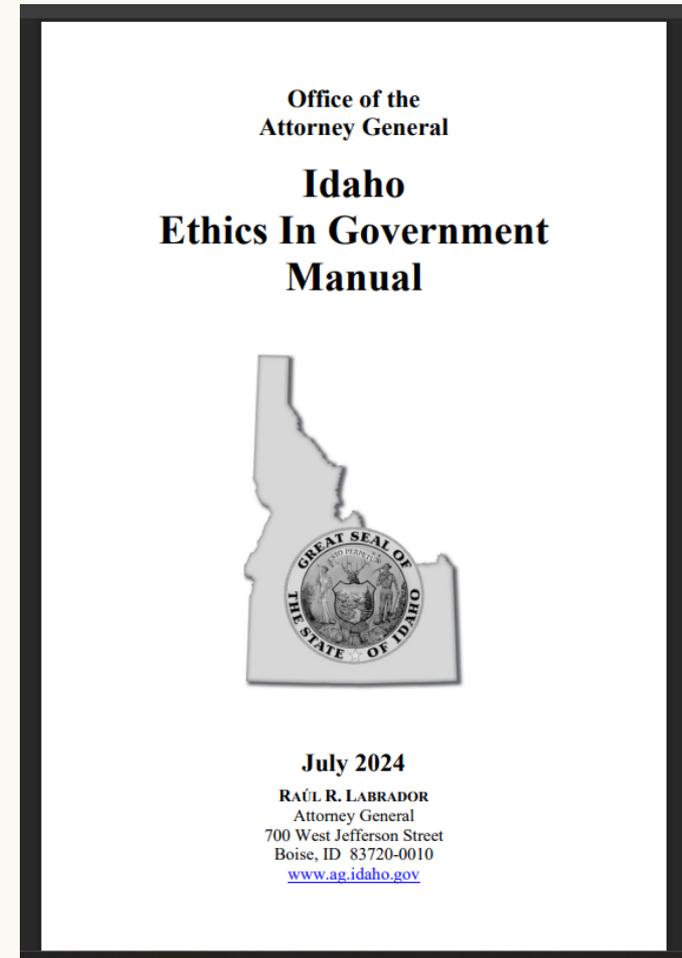
Ethics in Govt Laws: Conflict of Interest

- State laws generally prohibit public servants (including public hospital trustees) from participating in decisions if the trustee has a conflict of interest.
 - Conflict of interest = board member or related entity has a personal interest in issue before the board. (See IC 74-403)
- If potential conflict of interest exists:
 - Disclose in writing to board before participating in decision. (See IC 74-404)
 - Board may seek opinion from attorney.
- See conflict of interest policy.

Ethics in Govt Laws

Available at

<https://www.ag.idaho.gov/content/uploads/2024/08/EthicsInGovernmentManual.pdf>



Idaho Open Meeting Law IC 74-201 et seq.



**OPEN TO
PUBLIC**

Idaho Open Meeting Law Manual

Office of the
Attorney General

Idaho Open Meeting Law Manual

Idaho Code §§ 74-201 through 74-208



July 2025

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Available at

[https://www.ag.idaho.gov/
content/uploads/2025/08/
OpenMeeting.pdf](https://www.ag.idaho.gov/content/uploads/2025/08/OpenMeeting.pdf)

Open Meeting Law: Penalties

- Acts at or arising from illegal meeting are void if challenged within 30 days.
 - Citizen may bring lawsuit to void actions.
- Civil penalties against individual board members.
 - Board member participates in illegal meeting: ≤ \$250 civil penalty.
 - Board member knowingly violates Open Meeting Law: ≤ \$1,500 penalty.
 - Board member knowingly violates Open Meeting Law and knowingly violated law within prior 12 months: ≤ \$2,500 penalty.

(IC 74-208)

- Individual board member must pay, not hospital.

(*Idaho Open Meeting Law Manual* at 20)

General Rule

- “[A]ll meetings of a governing body of a public agency shall be open to the public and all persons shall be permitted to attend any meeting except as otherwise provided by this act.”

(IC 74-203(1))

Meeting

- “*Meeting* means the [1] convening of a governing body ... [2] to **make a decision** or to **deliberate** toward a decision on any matter.”
- “*Decision* means any determination, action, vote or final disposition upon a motion, proposal, resolution, ... or measure on which a vote of a governing body is required, **at any meeting at which a quorum is present**, but shall not include those ministerial or administrative actions necessary to carry out a [previous] decision ...”
- “*Deliberation* means the receipt or exchange of information or opinion relating to a decision, but shall not include informal or impromptu discussions of a general nature that do not specifically relate to a matter then pending before the public agency for decision.”

(IC 74-202, emphasis added)

- Cannot circumvent Open Meeting Law by having smaller meetings or communications outside the meeting. (Idaho Open Meeting Law Manual at 8)

Committee Meetings?

- Is there a quorum of the board present?
 - “Meetings” generally require a quorum. (*Idaho Water Resources Board v. Kramer*, 97 Idaho 535, 571, 548 P.2d 45, 71 (1976))
 - Is the quorum “deliberating” or “deciding”, including receiving info toward board decision?
- Is the committee a “subagency”?
 - Is it “created by or pursuant to statute, ordinance or other legislative act”? (IC 74-202(4)(d))
 - Does it have “the authority to make decisions for or recommendations to a public agency”? (IC 74-202(5))
 - Not meetings of employees without the authority. (*See Safe Air for Everyone v. Idaho State Dept. of Agriculture*, 145 Idaho 164, 168, 177 P.3d 378, 382 (2008))
 - Is it “deliberating” or “deciding” issue?

Meetings and Notice

- Must meet regularly at a time and place to be designated by the board.

(IC 31-3606)

- Must post notice + agenda in advance, but requirements vary:
 - Regular meetings
 - Special meetings
 - Executive session only meetings
- Must post notice:
 - Prominent place at hospital, and
 - Electronically if maintain web presence or social media.

(IC 74-204)

Notice: Regular Meeting

- Notice published at least 5 calendar days in advance.
- If hold meetings at regular intervals at least once per calendar month, may post notice of scheduled meetings at least once each year.
- Agenda published at least 48 hours in advance.

(IC 74-204)

Notice: Special Meeting

- “Special meetings shall be called by the chairman of the county hospital board by written notice of at least three (3) days served upon or delivered to each member of the board.” (IC 31-3606)
- Notice and agenda published at least 24 hours* in advance unless emergency exists.
 - Emergency = injury or damage to persons or property, or immediate financial loss, and notice is impractical or would increase the likelihood or severity of injury or damage.
 - State basis of emergency at beginning of meeting.
- Notice must include meeting date, time, and place.
- Notice and agenda must be given to media that requested notification of meetings, and secretary must make good faith effort to provide advance notice of the meeting to the media.

(IC 74-204)

Notice: Executive Session Only

- Notice and agenda published at least 24 hours in advance unless emergency.
- State reason for meeting.
- State specific section of law authorizing executive session.

(IC 74-204(3))

Agenda

- Must post agenda for meeting along with notice.
 - Regular meeting: at least 48 hours in advance.
 - Special meeting: at least 24 hours in advance unless there is emergency.

(IC 74-204(4))

- Agenda should include :
 - All items known to be probable items of discussion, and
 - If agenda items requires a vote, identify the item as an “action item.”

(See IC 74-204(4))

- “Agenda items should be listed with specificity and not buried in catchall categories such as ‘director’s report.’”

(*Idaho Open Meeting Law Manual* at 11-12).

Agenda: Amendments

- May amend agenda if good faith effort was made to include probable items in original agenda, and if satisfy following—
 - Regular meeting: post amended agenda at least 48 hours before meeting.
 - Special meeting: post amended agenda at least 24 hours before meeting.
 - Before start of meeting: post amended agenda and pass motion to amend agenda.
 - After start of meeting:
 - Pass motion stating (1) reason for amendment, and (2) good faith reason why the new item was not on the posted agenda.
 - No final action on added items unless emergency is declared and specified in minutes.

(IC 74-204(4))

Agenda: Amendments

- “To sum up, amending an agenda during a meeting or less than [48/24] hours before the start of the [regular/special] meeting requires:
 - (1) a motion,
 - (2) a good faith reason why the item was not included in the original agenda,
 - (3) a vote adopting the amended agenda, and
 - (4) a record of the motion and vote in the minutes of the meeting.”

(Idaho Open Meeting Law Manual at 12)

Agenda Amendments

Idaho Open Meeting Law Manual

>> SAMPLE FORM <<

Public Agency: _____, Idaho
(name of county, city, district, etc.)

Governing Body: _____
(i.e., "Board of County Commissioners", "City Council", etc.)

Meeting Date, Time and Location: _____

MOTION AND ORDER TO AMEND AGENDA

(less than 48 hours before regular meeting or 24 hours before special meeting)

_____, (print name), _____ (print title),
MOVES THAT THIS GOVERNING BODY, PURSUANT TO IDAHO CODE § 74-204,
AMEND THE AGENDA FOR THIS MEETING AS FOLLOWS:

Good faith reason item not included in posted agenda (required):

	YES	NO	ABSTAIN
_____, Chair (print name)	_____	_____	_____
_____, Member (print name)	_____	_____	_____
_____, Member (print name)	_____	_____	_____

Clerk/Deputy Clerk: _____
(Signature)

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Available at

[https://www.ag.idaho.gov
/content/uploads/2025/0
8/OpenMeeting.pdf](https://www.ag.idaho.gov/content/uploads/2025/08/OpenMeeting.pdf)

Minutes

- Minutes must be taken at all meetings.
 - Not required to record or transcribe meetings.
- General: minutes must include at least the following—
 - Members of board who are present.
 - All motions, resolutions, orders, and dispositions.
 - Results of votes and, if requested by board member, the vote of each person by name.
- Executive session: minutes must include the following—
 - Refer to specific statute authorizing executive session.
 - Provide sufficient detail to identify purpose and topic.
 - Do not include detail that compromises purpose of executive session.
- Available to public after meeting.

(IC 74-205; *see also* IC 31-3607)

Regular Meeting Checklist

Idaho Open Meeting Law Manual

**State of Idaho
Office of the Attorney General
OPEN MEETING LAW CHECKLIST
Regular Meetings**

Meeting Date and Time: _____
Meeting Location: _____

[Idaho Code § 74-203(4) and (5)]

Before Meeting

- Meeting Notice posted 5 or more calendar days prior to the meeting date. [Idaho Code § 74-204(1)]
- Agenda Notice posted at least 48 hours prior to the meeting. [Idaho Code § 74-204(1)]
- Posting of Amended Agenda [Idaho Code § 74-204(4)]

During Meeting

- First: Any agenda amendments? [Idaho Code § 74-204(4)(b) and (c)]
- Secretary or other person appointed to take minutes. [Idaho Code § 74-205(1)]

After Meeting

- Minutes available to the public within a reasonable time after the meeting. [Idaho Code § 74-205(1)]

Available at

<https://www.ag.idaho.gov/content/uploads/2025/08/OpenMeeting.pdf>

Special Meeting Checklist

Available at

<https://www.ag.idaho.gov/content/uploads/2025/08/OpenMeeting.pdf>

Idaho Open Meeting Law Manual

**State of Idaho
Office of the Attorney General
OPEN MEETING LAW CHECKLIST
Special Meetings**

Meeting Date and Time: _____
Meeting Location: _____

[Idaho Code § 74-203(4) and (5)]

Before Meeting

- Meeting and Agenda Notice posted **at least 24 hours** prior to the meeting. [Idaho Code § 74-204(2)]
- Notification provided to the news media. [Idaho Code § 74-204(2)]
- Posting of Amended Agenda [Idaho Code § 74-204(4)]

During Meeting

- First: Any agenda amendments? [Idaho Code § 74-204(4)(b) and (c)]
- Secretary or other person appointed to take minutes. [Idaho Code § 74-205(1)]

After Meeting

- Minutes available to the public within a reasonable time after the meeting. [Idaho Code § 74-205(1)]

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Executive Session

- May only be held for following purposes:
 - Hiring individual if qualities of individuals are evaluated to fill particular vacancy or need, not general personnel matters.
 - Evaluation, dismissal, discipline, or complaints against officer, employee, staff or agent.
 - Legal counsel re pending or imminently likely litigation; mere presence of attorney not enough.
 - Risk manager or insurer re pending or imminently likely claim; mere presence of risk manager or insurer not enough.
 - Acquire interest in real property not owned by public agency.
 - Consider preliminary negotiations re commerce if in competition with other states or nations.

(IC 74-206(1))

Executive Session: Bases

- May only be held for following purposes (cont.):
 - Consider records that are exempt from disclosure under Public Records Act, e.g.,
 - Medical records.
 - Records exempt from disclosure under federal or state law (e.g., patient info; peer review records; etc.)
 - Personnel records with limited exceptions.
 - Pre-litigation screening panels.
 - Trade secrets.
 - Others.
- Bases for executive session are narrowly construed.
(IC 74-206(1)-(2))

Executive Session: Process

- Must be valid open meeting.
- Make motion to go into executive session.
 - Identify specific subsection allowing executive session.
- Roll call vote recorded in minutes.
- 2/3 vote of board.
- May not change subject during executive session.
 - Return to open session and make another motion.
- May not take final action or make final decision in executive session.
 - Return to open session to take action or make decision.

(IC 74-206(2); *Idaho Open Meeting Law Manual* at 18)

Executive Session Checklist and Form

Idaho Open Meeting Law Manual

State of Idaho
Office of the Attorney General
OPEN MEETING LAW CHECKLIST
Executive Sessions

Session Date and Time: _____
Session Location: _____

[Idaho Code § 74-203(4) and (5)]

Executive Session Only

- Meeting and Agenda Notice posted **at least 24 hours** prior to the session. [Idaho Code § 74-204(3)]
- Posting of Amended Agenda [Idaho Code § 74-204(4)]

Executive Session During Regular or Special Meeting

- Motion to enter Executive Session to discuss one of the exemptions listed in Idaho Code § 74-206.
- 2/3 vote to enter Executive Session reflected in regular/special meeting minutes. [Idaho Code § 74-206(1)]

During Session

- First: Any agenda amendments? [Idaho Code § 74-204(4)(b) and (c)]
- Secretary or other person appointed to take minutes. [Idaho Code § 74-205(1)]

After Session

- Minutes must reference statutory subsection authorizing executive session and identify purpose and topic of session. [Idaho Code § 74-205(2)]
- Minutes available to the public within a reasonable time after the meeting. [Idaho Code § 74-205(1)]

Idaho Open Meeting Law Manual

>> SAMPLE FORM <<

Public Agency: _____, Idaho
(name of county, city, district, etc.)

Governing Body: _____
(i.e., "Board of County Commissioners", "City Council", etc.)

Meeting Date, Time and Location: _____

EXECUTIVE SESSION MOTION AND ORDER

_____, (print name), _____, (print title),
MOVES THAT THE BOARD, PURSUANT TO IDAHO CODE § 74-206, CONVENE
IN EXECUTIVE SESSION TO: (identify one or more of the following)

- Consider personnel matters [Idaho Code § 74-206(1)(a) & (b)]
- Deliberate regarding an acquisition of an interest in real property [Idaho Code § 74-206(1)(c)]
- Consider records that are exempt from public disclosure [Idaho Code § 74-206(1)(d)]
- Consider preliminary negotiations involving matters of trade or commerce in which this governing body is in competition with another governing body [Idaho Code § 74-206(1)(e)]
- Communicate with legal counsel regarding pending/imminently-likely litigation [Idaho Code § 74-206(1)(f)]
- Communicate with risk manager/insurer regarding pending/imminently-likely claims [Idaho Code § 74-206(1)(i)]

Purpose/Topic summary (required): _____
AND THE VOTE TO DO SO BY ROLL CALL.

CONVENE AT: _____ ADJOURN AT: _____

	YES	NO	ABSTAIN
_____, Chair (print name)	_____	_____	_____
_____, Member (print name)	_____	_____	_____
_____, Member (print name)	_____	_____	_____

Clerk/Deputy Clerk: _____
(Signature)

Voting

- Voice vote
 - Minutes must reflect the results of the votes.
 - If board member requests same, minutes must reflect how each member voted.
- Written ballot
 - Must be made available to public, and
 - Identify those casting ballot by signature or other means.
- May not use secret ballots.
(IC 74-203; *Idaho Open Meeting Law* at 14)

Telecommunication Devices

- May use telecommunication devices (e.g., conference call, video conference, etc.) if:
 - At least one board member or the hospital CEO is physically present at the location designated in the meeting notice;
 - All board members in meeting are able to communicate with each other; and
 - Board member communications must be audible to other board members and attending public.
- Board member who attends via telecommunication device is deemed to be present in person.

(IC 74-203(5))

Restrictions on Public

- Not required to open up for public comment.
 - “A public agency may adopt reasonable rules and regulations to ensure the orderly conduct of a public meeting and to ensure orderly behavior on the part of those persons attending meeting”, e.g., timed agenda, procedural rules, etc.
 - Likely may not prohibit recording, cameras, etc.
- ❖ Test: was the rule or restriction reasonable and/or did it practically prevent public attendance?
(*Idaho Open Meeting Law Manual* at 12-13)

Curing Violation

- Agency may recognize and act on its own violation.
- Secretary or clerk may receive written notice of violation.
 - Board has 14 days to respond publicly by acknowledging the violation and state intent to cure or determination that no violation occurred.
 - Failure to respond = denial of violation.
- After acknowledging violation, board has 14 days to cure violation by declaring that actions are void.
- Enforcement action stayed during cure period.
- Cure may bar penalty:
 - Cure bars penalty for “innocent” violation.
 - Cure by self-recognition bars penalty for “repeated” violation.

(IC 74-208(7))

Curing a Violation

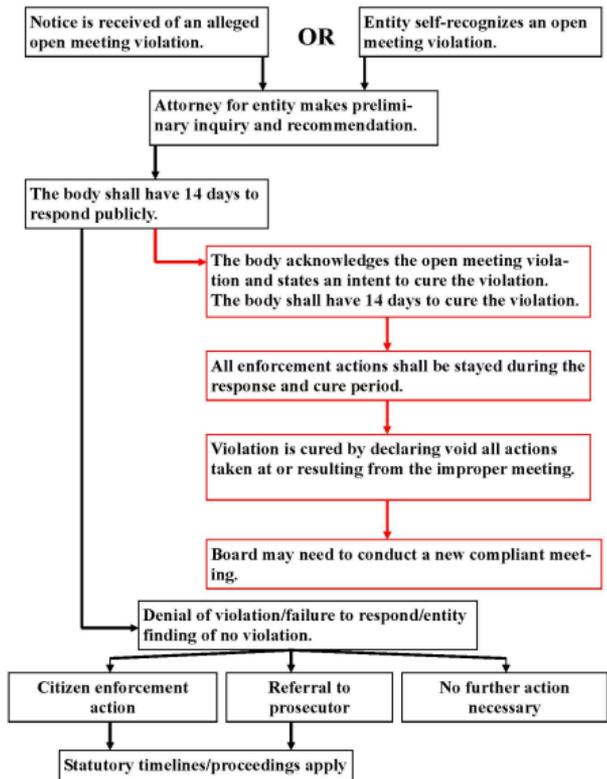
- “A violation is cured by repealing any action taken at an illegal meeting or disregarding deliberations made in violation of the Open Meeting Law. Should it choose to, a governing body may, in a properly noticed meeting, repeat the deliberation or decision that occurred at the illegal meeting.”

(Idaho Open Meeting Law Manual at 21-22)

Curing a Violation

Idaho Open Meeting Law Manual

Curing Process – Idaho Code § 74-208(7)



Available at

<https://www.ag.idaho.gov/content/uploads/2025/08/OpenMeeting.pdf>

Idaho Public Records Act: IC 74-101 et seq.



Idaho Public Records Law Manual

Office of the
Attorney General

Idaho Public Records Law Manual

Idaho Code §§ 74-101 through 74-127



JANUARY 2023

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Available at

<https://www.ag.idaho.gov/content/uploads/2018/04/PublicRecordsLaw.pdf>

General Rule

- Every person has a right to examine and take a copy of any public record, and records are open for public inspection at all reasonable times unless expressly excepted by statute.

(IC 74-102(1))

- “Inspect” = right to listen, view, and make notes so long as public record not altered or damaged.
- “Copy” = transcribing by handwriting, photocopying, duplicating machine, and reproducing by any other means so long as record not altered or damaged.

(IC 74-101)

Public Records

- “Public record” includes but is not limited any writing, printing, photographs, recordings, papers, maps, tapes, discs, or other documents containing info relating to hospital’s business prepared, owned, used, or retained by hospital regardless of form.

(IC 74-101)

- It includes e-mails, texts, notes, and likely working papers and drafts.

(*Public Records Law Manual* at 5-6)

- Not personal notes created solely for own use so long as not shared with anyone else.

(IC 74-101(13))

Beware What You Write,
Say or Do!



Public Records: Exceptions

- Exempt from disclosure by federal or state law, e.g., HIPAA, peer review records, etc.

(IC 74-104)

- Medical and mental health records.
- Personnel records other than employment history, classification, pay grade, longevity, salary, bonuses, severance, reimbursements, status and workplace.
 - Other personnel info requires employee's consent.
- Retired employees' home address, phone numbers, etc.
- Certain records of a personal nature.
- Personal information on application for public care.
- Licensing and credentialing records.
- Pre-litigation screening panel records.
- Trauma registry records.

(IC 74-106)

Public Records: Exceptions

- Attorney-client privileged communications.
- Trade secrets, including information in requests for proposals (“RFPs”).
- Computer programs developed by hospital.
- Real estate appraisals prior to acquisition.
- Estimates prepared for public projects prior to aware of contract.
- Records concerning certain risk retention or self-insurance programs prepared in anticipation of litigation or settlement.
(IC 74-107)
- Judicial proceedings authorizing abortions.
(IC 74-110)

Public Records: Exceptions

- If a record contains exempt and non-exempt info, the hospital must separate the info and provide the non-exempt material.
(IC 74-112)
- Employee may request and access their own personnel files except those used to screen to rest for employment.
(IC 74-106)
- A person may inspect and copy a record pertaining to that person even if the record is otherwise exempt from disclosure.
- A person may request an amendment of any record pertaining to the person.
(IC 74-113)

Remedy

- Person may sue to compel production of the information.
- Must file suit within 180 days of denial of request.
- Suit is subject to expedited proceeding.
- Court may award fees to the prevailing party.
- Public official who deliberately and in bad faith improperly refused to a legitimate request: civil penalty of \leq \$1,000.

(IC 74-115 to -117)

- Immunity from liability for releasing public record if public entity or official acted in good faith in attempting to comply with chapter.

(IC 74-118)

Protections for Board Members



Protections for Board Members

- Volunteer Protection Act, 42 USC 14501
 - Applies to volunteers in non-profit or govt entities if receive <\$500 per year in compensation and act within course and scope of duties.
 - Does not apply to willful, criminal or reckless misconduct; harm caused by motor vehicle; actions by nonprofit entity against volunteers; civil rights violations; sexual misconduct; intoxication; or non-monetary relief.
- State Tort Claims Act, e.g., IC 6-901 et seq.
 - Applies to state actors acting within scope of duties.
 - Does not apply to willful misconduct; federal claims; non-tort claims.

Protections for Board Members

- Health Care Quality Improvement Act (HCQIA), 42 USC 11101
 - Applies to claims by physicians arising out of peer review actions if gave certain due process rights.
 - Does not apply to non-monetary relief or civil rights claims.
- Peer Review Privilege, e.g., IC 39-1392
 - Applies to claims arising out of participation in peer review or credentialing actions.
 - Does not apply to ultimate decision by hospital.
 - But limits provider's ability to introduce evidence related to peer review action.
- Local Govt Antitrust Act, 15 USC 34
 - Applies to federal antitrust claims against public hospitals.
 - Does not apply to claims for non-monetary relief or claims under state antitrust laws.

Business Judgment Rule



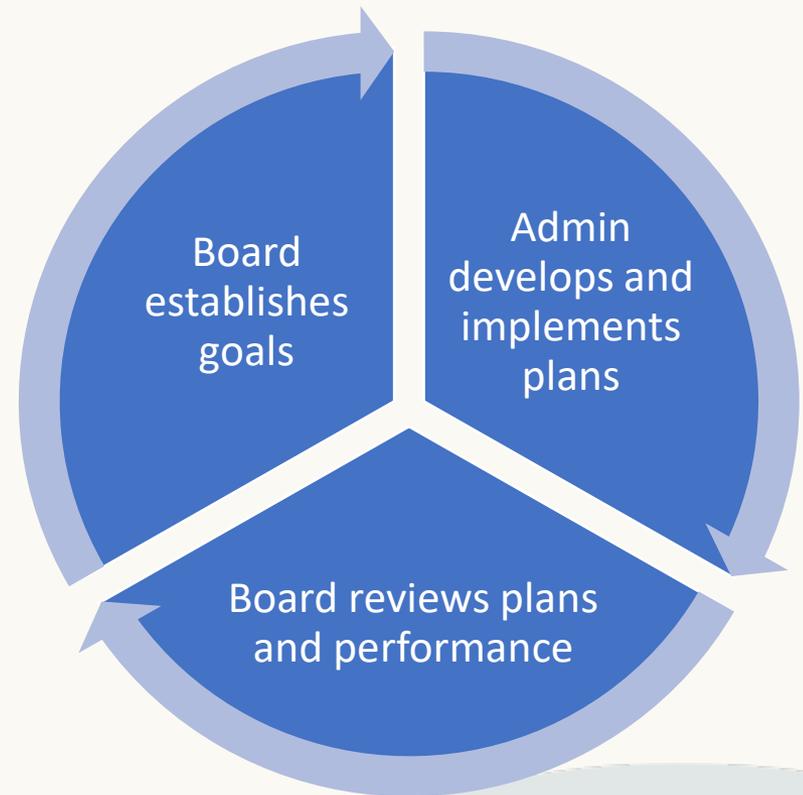
- Generally, Board members are not personally liable for mistakes in judgment if they act:
 - In good faith belief that decision was made in the best interest of the hospital.
 - With due diligence and upon adequate info;
 - ✓ **Complied with duty of care**
 - Without conflict of interest.
 - ✓ **Complied with duty of loyalty.**
 - Within authority granted by statutes and bylaws.
 - ✓ **Complied with duty of obedience.**

CONCLUSION



Board Roles: Summary

- Focus on items that will enable hospital to accomplish its mission.
- Effective governance is 66% leadership and 33% follow-up.
 - Establish mission, vision, goals, policies and expectations.
 - Task CEO with developing plans to achieve mission and goals.
 - Review proposed plans.
 - Let management manage.
 - Review and hold management accountable for performance.



Additional Resources



<https://trustees.aha.org/>

Advancing Health in America



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Trustee Insights ▾

Governance Issues ▾

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NEW RESOURCE

Boardroom 101: Key Strategies and Practical Tools for Orienting New Board Members

This resource from AHA Trustee Services provides information and guidance, including sample agendas and questions for board members to consider as they learn about health care, their hospital and/or health system, and board responsibilities.

Learn More!



Resources, Tools and Education to Foster High-Performing Hospital and Health System Boards

Strong, informed governance is vital in this rapidly changing health care landscape. Our expanded website and enhanced monthly e-newsletter are your go-to source for the latest resources, tools and education to foster high-performing hospital and health system boards.

Ensure you have the latest information, insights and analysis that boards need to help navigate their

<https://trustees.aha.org/sites/default/files/trustees/09-guide-to-good-governance.pdf>

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 **The American Hospital Association's**
CENTER FOR HEALTHCARE GOVERNANCE™

LEADING THE WAY

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Resource Repository

- » Advances in Healthcare Governance
- » Advocacy
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The Guide to Good Governance for Hospital Boards

Home > Resources > Reports > Guide To Good Governance >

The AHA's Center for Healthcare Governance is a community of board members, executives and thought leaders dedicated to advancing excellence, innovation and accountability in health care governance. The Center's mission is to offer new and seasoned board members, executive staff and clinical leaders a host of resources designed to progressively build knowledge, skills and competencies tailored to specific leadership roles, environments and needs to help fulfill its mission the Center is pleased to provide The Guide to Good Governance, a resource for U.S. hospital boards and leaders adapted from the original Canadian version developed by the Ontario Hospital Association.

The Guide contains a comprehensive overview of the key components of good governance practices, as well as templates and tools to support these practices.



The resource materials found in the Guide are intended for use by all hospitals, non-profit, government or for-profit, however, they may need to be adapted to meet the needs of specific institutions. Hospitals are therefore encouraged to customize the tools and templates to meet their unique needs. It is not expected that hospitals will adopt the Guide in its entirety. Further, hospitals may wish to consult the Guide for different purposes. For example, new board members may utilize the Guide to familiarize themselves with governance practices and processes, while more experienced board members and officers may look to the Guide to supplement their practices in a particular area the Guide is not intended, nor should it be construed as legal advice. Hospitals concerned about the applicability of specific governance practices to their organization are advised to seek legal or professional advice based on their particular circumstances.

As hospitals continue to improve their governance processes and practices, additional resources will be needed. The Center looks forward to developing further tools, resources and educational programs that will

Questions?



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