

## POLICY ON BOARD COMPOSITION

Governance responsibilities today are so significant that board members must bring more than commitment to the mission and interest in serving. As William Bowen writes, every trustee should bring a “specific competence or experience needed on the board.” This sample provides a board policy statement on competency-based recruitment, election and re-election of board members. Use it to customize a process for your board.

### PURPOSE

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To ensure that the Board possesses the competencies necessary for effective board performance.

### POLICY

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Board members will be elected based on a demonstrated record of possessing the specific qualifications and competencies necessary for effective governance.

Board members eligible for election to another term will be evaluated on their performance as a trustee and their ability to contribute a competency that is still needed by the organization.

Term limits will be strictly followed to ensure a regular infusion of new individuals who bring needed competencies, provide fresh thinking and keep governance connected to the stakeholders.

### PROCEDURES

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1. The board delegates to the Governance Committee responsibility for developing and bringing to the board recommendations with regard to board election and re-election.
2. The committee will recommend a list of competencies needed on the board. As shown in the attached template, three types of competencies will be identified:
  - **Universal Competencies** ... Personal qualifications required of ALL Board members.
  - **Collective Competencies** ... Knowledge and skills that the board AS A WHOLE needs, and therefore, should be strong attributes of one or more but not necessarily all members.
  - **Desirable Competencies** ... Characteristics that would be an asset to the board at the present time, given its strategic priorities and board needs.
3. Using the competencies, the committee will review the board’s current composition and anticipated vacancies and identify particular competencies to look for in new members. All board members are encouraged to recommend candidates possessing the competencies for consideration by the Governance Committee.
4. The committee will review prospective board candidates and develop a “short list.” It will assign a committee member(s) to meet with the individuals, share a position description that specifies a trustee’s responsibilities, and assess the prospect’s interest and qualifications against the board’s needed competencies. The committee may independently verify information as appropriate (*e.g.*, a prospective trustee’s performance on other boards).
5. The committee will recommend a slate of candidates, after consultation with the CEO and after a careful review of qualifications, for approval by the full board.
6. The committee will establish a mechanism for review of the performance of individual board members eligible for re-election.

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## BADER & ASSOCIATES

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**SAMPLE COMPETENCY GUIDELINES FOR BOARD SELECTION**

<b>Universal Competencies</b> <i>Personal qualifications required of ALL board members</i>	<b>Collective Competencies</b> <i>Should be present in the board AS A WHOLE, and therefore, be strong attributes of one or more but not necessarily all members</i>	<b>Desirable Competencies</b> <i>These characteristics would be an asset to the board at the present time and should be sought in recruitment, given current strategic priorities and board needs</i>
A demonstrated commitment to the mission, vision, values and ethical responsibilities and to the communities and consumers we serve	High level leadership or executive experience in a business or educational organization	High level experience in information systems/technology
A demonstrated willingness to devote the time necessary to board work, including board education	Knowledge of, or ties to, the communities and consumers served by the system	High level experience in human resources
A demonstrated capability to exercise: <ul style="list-style-type: none"> <li>- Leadership</li> <li>- Teamwork/consensus-building</li> <li>- Systems thinking</li> <li>- Sound judgment on difficult and complex matters that come before a governing body</li> </ul>	Financial background and expertise	Strong financial skills (Note: Finance Committee Chair retires next year)
Personal integrity and objectivity, including no conflicts of interest that would prevent a trustee from discharging his or her responsibilities	Experience and expertise in a health care field, including physicians on the medical staff	Ability to communicate with and influence key stakeholders and public officials and to influence public opinion
No self-serving personal agendas or other obligations that could conflict with board responsibilities	Diversity of experience, backgrounds, gender and ethnic origin	

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**SAMPLE TEMPLATE FOR ASSESSING COMPETENCIES  
OF POTENTIAL CANDIDATES**

*List prospective members and briefly assess their qualifications in the context of the board's competencies.  
It is also appropriate for the Governance Committee to have this discussion without documenting the assessment of individuals in writing.*

<b>Prospects</b>	<b>Evaluation of Competencies</b>	<b>Comments</b>
Example: Ruth Landis	Ms. Landis is a bank executive who serves on several other community boards. Well-regarded, knows difference between board and management work. Brings financial expertise and gender/racial diversity.	Dr. O'Malley served with her on Cancer Society board and said she was very effective in fund-raising and other board work.

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**SAMPLE TEMPLATE FOR EVALUATING MEMBERS ELIGIBLE FOR RE-ELECTION**

*List members whose terms are expiring and briefly assess their performance and qualifications in the context of the board's competencies. It is also appropriate for the Governance Committee to have this discussion without documenting the assessment of individuals in writing.*

<b>Board members</b> List members eligible for re-election	<b>Evaluation</b>	<b>Comments</b>
Ron Smith	President of community college. Brings strong community ties and executive leadership skills.  100% attendance and excellent participation.	Recommend for re-election.
Jack Jones	Vice President for Planning of local company. Good attendance, great fund-raiser.	Recommend for re-election.  This is his last three-year term; need to recruit someone with strategic planning background. Ask Jack for ideas.
Arthur Brown	Attorney. Attendance about 50 percent.	Ask if he wishes to continue serving.  Counsel on attendance

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**NUMERICAL SUMMARY OF EXISTING AND NEEDED COMPETENCIES**

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<b>Collective Competencies</b> <i>Examples below</i>	<b>No. of Board Members Bringing This Competency</b>	<b>Additional Members Needed Yes/No</b>
High level executive experience in a business organization		
Strong knowledge of, or ties to, the communities and consumers served		
Financial background and expertise		
Experience and expertise in a health care field, including medicine and nursing		
<b>Desirable Competencies</b>	<b>No. of Board Members Bringing This Competency</b>	
Human resources		
Information technology		

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