

The Art of an Effective Board Meeting

AWPHD – WHSA
RURAL HOSPITAL LEADERSHIP
CONFERENCE

JUNE 29-30, 2026

Presented by: Flo Di Benedetto
Di Benedetto Solutions, Inc.
www.dibenedettosolutions.com

DI BENEDETTO SOLUTIONS, INC.



DISCLAIMER

The content of this presentation: (i) is not provided in the course of, and does not create or constitute, an attorney-client relationship; (ii) is not intended as a solicitation; (iii) is not intended to convey or constitute legal advice; and (iv) is not a substitute for obtaining legal advice from a qualified attorney.

AGENDA

- Define “effective Board meeting”
- Overview of director fiduciary duties
- Pre-Board Meeting Planning and Meetings
- Board and Committee agendas
- Board and Board Committee packets
- Conducting the Board and Committee meetings
- Board and Committee minutes and other documentation
- Post meeting de-brief and follow up

Fiduciary Duties

- Duty of Care – act in good faith and in the best interest of the organization in decision-making
- Duty of Loyalty – to the organization(not to individuals or other organizations) – includes the obligation of confidentiality
- Duty of Obedience – to the organization's purpose as articulated in the Articles of Incorporation or other charter documents

Business Judgment Rule



If a director acts in good faith, in the organization's best interest, and on an informed basis, the director will not be held personally liable for honest mistakes or poor outcomes



Decision made with the diligence and care of an ordinarily prudent person



Director honestly believed the action taken was in the best interest of the organization



Director did not have a conflict of interest in the outcome



D&O Coverage may require that these elements be met in order for coverage to attach

Pre-Board Meeting Planning

- Agenda Creation – who decides what goes on the Board agenda?
 - What are you spending your time on?
 - Is there open discussion time?
 - Context is important
 - Identify action items from Board Committees
 - Identify follow up items from prior Board meeting
 - Use of Consent Agenda
 - Use of Motions Matrix
- Pre-Board meetings with CEO and Board Chair
- Timed agendas
- Executive Session – before or after open session?



Pre-Committee Meeting Planning

- Agenda Creation – who decides what goes on the Committee agenda?
 - Note discussion items versus approval items
 - Note items of follow up from prior Committee or Board meeting
 - Use of Consent Agenda
 - Use of Motions Matrix
- Pre-Committee meetings with Committee Chair and staff support
- Timed agendas
- Executive Session

Board Packets



Complete packets posted a week before the meeting – 72 hours at latest. ENFORCE deadlines



All materials for Board packet should be submitted to the Board coordinator and legal counsel one week prior to time of posting or distribution to Directors



Have a “motions sheet” for the Board Chair listing the action items and including language for each motion, subject to revision during the meeting - motion versus “Resolution?”



Ideally, there should be one staff person whose job is to prepare the Board packets, although primary staff support is the CEO



Consistency between Committee and Board material is critical

Committee Packets

- Proposed materials for Committee packets compiled and submitted for legal review at least one week before materials are to be submitted for inclusion in Board/Committee materials
- Staff person supporting the Committee is responsible for the packet
- Committee packets should prioritize action items
- Have a “motions sheet” for the Committee chair listing the action items and including language for each motion, subject to revision during the meeting

Packets – Does Size Matter

Board	Board and Committee materials should be: • Complete • Transparent - meaning listing pros and cons • Accurate
Consider	Consider using Executive Summaries for project/case descriptions -
Consider	Consider using Appendices for supporting material

Every Directors' Responsibility Before the Board/Committee Meeting

- READ the packet materials carefully
- Make notes of questions, comments, gaps
- Do not accept everything at face value
- Seek more information IN the Board room
- Have a healthy skepticism and avoid complacency
- What are you NOT seeing or NOT hearing about
- Be wary of developing close personal relationships with members of Management
- Use your legal counsel proactively

Conducting the Board Meeting

- Board Chair
 - Establish whether a quorum exists
 - Control the meeting – be clear about what needs to be accomplished and your expectations regarding behavior
 - Executive session to take the “pulse” of the directors
 - Follow the agenda, including time allotments
 - Be affirmative in controlling “dominant directors”
 - Use a roll call method to get engagement from all directors
 - Use protocol for action on motions
 - Ask for any recusals before voting
 - Count the votes and note by name any abstentions
 - Consensus is not required

Conducting the Committee Meeting

Committee Chair should:

Do everything from the prior slide AND:

Be clear on what the Committee can approve versus what it RECOMMENDS for approval to the full Board

Make notes of material points of discussion motions passed for your Board report

Use staff/legal counsel to prepare your report out to the full Board

Role of Directors in Board/Committee Meeting

- “Own” your seat at the table – silence is neither a contribution nor a “defense”
- Ask your questions, make your comments IN the Board room
 - Conversations outside the Board room are “fair game” for discovery
 - Any attorney-client privilege may evaporate
- Use the art of “humble inquiry”
- Don’t be “chilled” by dominant Board members
- Hold your peers accountable to appropriate behavior

Dealing with Disruptive Directors

- Board Code of Conduct (“COC”)
- Individual Director written commitment to COC
- “Disagreement” does not equal “disruptive”
- Board/Committee Chair must immediately intervene at the first sign of inappropriate behavior
 - Hope is not a strategy
 - “What you permit, you promote” (Quint Studer)
- Other Directors must actively support the Board Chair – peer pressure is often effective

Disruptive Directors, cont.

- Follow up with a private “one-to-one crucial conversation” – Board Chair and Governance Chair
 - Open with the positives
 - Use examples of inappropriate behavior
 - Explain how his/her message was lost in the fray
 - Share feedback from other directors
 - Ask “why” he/she is engaging in behavior
 - Seek to understand
 - Ask if he/she wants to remain on Board/Committee
 - Reaffirm that behavior will not be tolerated
 - Know your desired outcome
 - Seek commitment
 - Schedule follow up

Disruptive Directors, cont.



Seek legal advice



Education, training, coaching



Mediation



Progressive discipline consistent with state law and organization's Bylaws



Removal – or at least do not “reappoint”



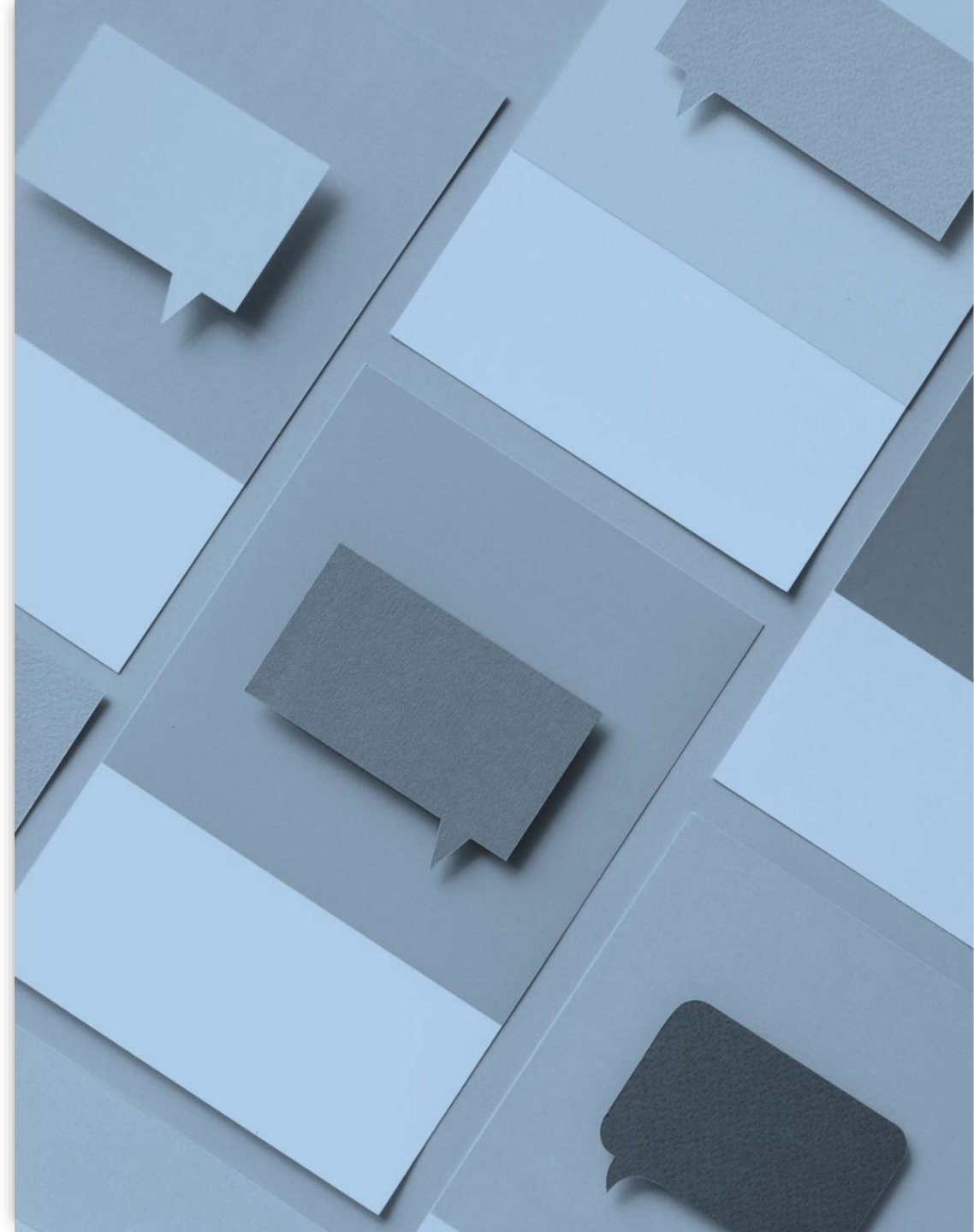
COURAGE MATTERS

After the Board/Committee Meeting

- Confidentiality of the proceedings
- De-brief with Management on follow up actions and set timelines for deliverables
- Seek feedback on effectiveness and efficiency
- Have regular “in between” meetings with your CEO and Management support

Board and Committee Minutes

- Less or More?
- Minutes are the single most important piece of evidence demonstrating compliance with fiduciary duties – who prepares them?
- Must accurately reflect the issue, content of presentation, discussion and action
- Every Director and Committee member is responsible to read them before voting for to approve
- Secure the minutes in a safe place
- Texts, emails, notes, memos, power points, speaker notes, consultant reports, social media posts – can be inadvertently harmful



Indemnification of Directors

Bylaws provisions –
indemnification to
the fullest extent
permitted by law

Directors and
Officers Liability
Coverage

Right to separate
legal counsel and
settlement
authority

Discussion