



April, 2016 framing the work for a NCH Board Development Consultant.

Goal: Assess the Board's current membership, processes, structure and function to assure it is optimally designed to achieve NCH's Mission to include its Fiduciary, Strategic and Generative Objectives. To identify gaps or opportunity for improvement based on above and make clear recommendations with defined and actionable methods and means to close any identified gaps/opportunities. Assessment and advice will cover the following areas of the Board:

The Right People (with the right expertise or experience)

- Consumers
- Community Members

The Right Structures

- Committees—right committee's with clear charters and measures of success, responsibilities, and decision rights.
- Full Board verse Committee Decision making, communication to effectively and efficient conduct Board and NCH business and responsibilities

The Right Processes (within the Board):

- Board Recruitment, On-boarding, Training & Development.
- Tenure, Succession planning
- Strategic Planning...active, effective engagement of the full board

The Right Stewardship (or oversight)

- Fiduciary (mission, values, fiscal health, regulatory compliance)
 - NCH's Executive
 - NCH Operations
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High performance Boards are effective in all three roles thereby generating significant value for the organization

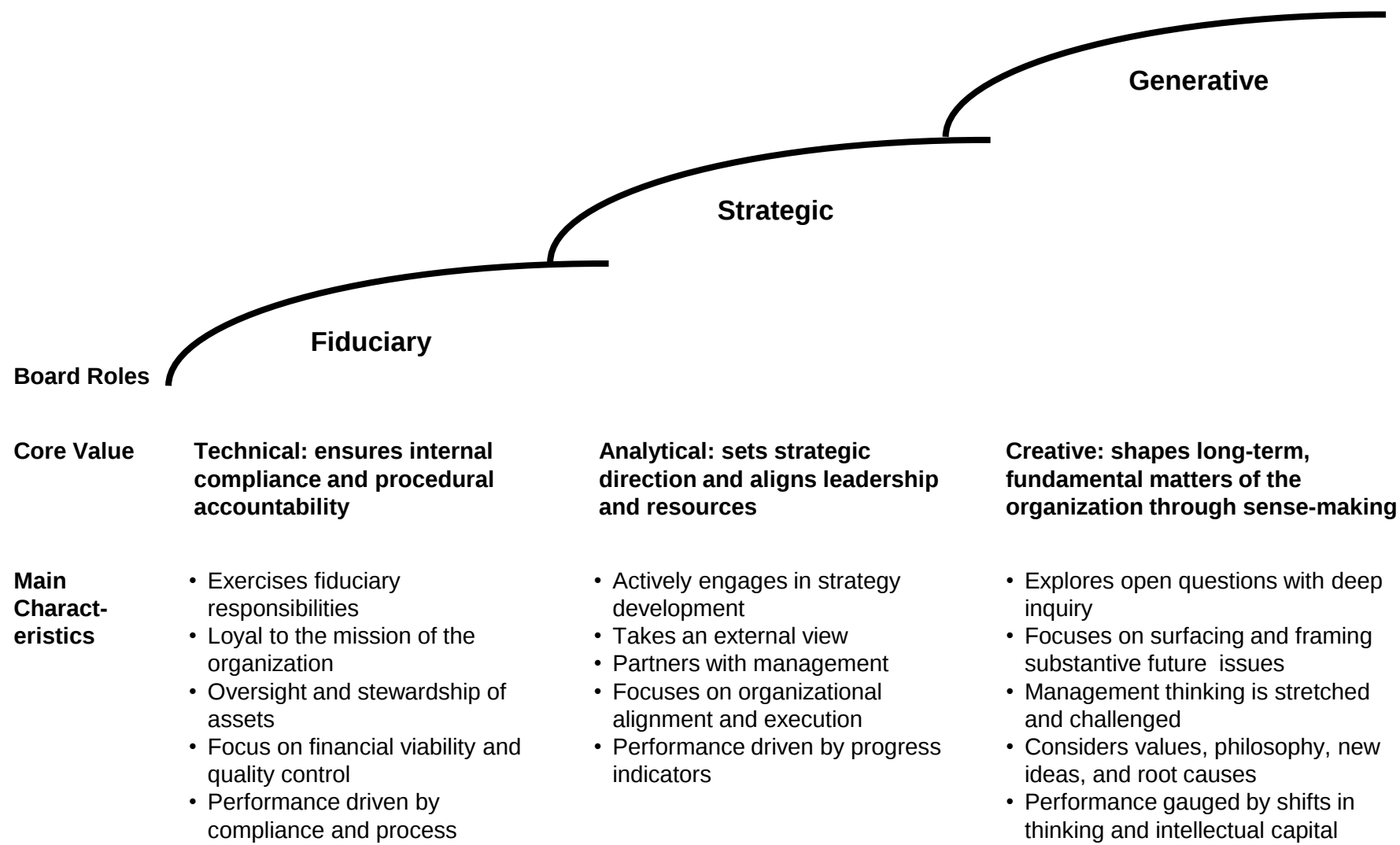


TABLE 1.5 *Comparing the Three Types of Governance.*

	Type I Fiduciary	Type II Strategic	Type III Generative
Nature of organizations	Bureaucratic	Open system	Nonrational
Nature of leadership	Hierarchical	Analytical; visionary	Reflective learners
Board's primary role	Sentinel	Strategist	Sensemaker
Board's central purpose	Stewardship of assets	Partnership with management	Source of leadership for the organization
Board provides	Oversight	Foresight	Insight
Board's core work	Technical; oversee operations; ensure accountability; select and assess CEO; ratify policy	Analytical; shape strategy; review performance	Reconcile value propositions; manage accountability; discern and frame adaptive issues; think collectively; make sense of circumstances
Organization of the board's work	Fixed structure of standing committees focused on operations	Fluid arrangements focused on an understanding of strategy	Community of learners focused on strategy of understanding
Board's source of power	Formal authority; relationship with CEO	Expertise	Ideas
CEO-Board relationship	Hub & spoke	Strategic alliance	Think-tank peers
Key question	What's wrong?	What's the plan?	What's the key question?
Problems are to be . . .	Spotted	Solved	Framed
Strategy	Set by CEO; ratified by board	Board and CEO plan strategically together	Board and CEO think strategically together

Performance metrics	Facts, figures, finances, reports	Strategic indicators; benchmarks; comparative data	Signs of learning and discerning
Agendas and meetings	Standardized; staff-dominated; passive	Variable formats; strategy-driven; participative	Collective mind of board doing generative work
Deliberative style	Parliamentary and orderly	Empirical and logical	Robust and sometimes playful
Information	Voluminous, partial to a point of view	Selective; analytical; diagnostic	Forensic clues; alternative explanations
Group norm	Deference	Consensus	Robust discourse
Group dynamic	Great minds think alike	Reasonable people disagree agreeably	Great minds think differently
Way of knowing	It stands to reason; listen to the CEO	The pieces all fit; consult the data	It makes sense; gather the clues
Way of deciding	Reaching resolution; protocol and exception	Reaching consensus; group process	Perceiving, grasping, and grappling
Board members	Socially prominent; financially sophisticated; preferably affluent	Type I plus experts in various fields	Create comparative advantage re: intellectual, reputational, and political capital
Communication with constituents	Limited and ritualized, mostly to legitimate	Bilateral and episodic, mostly to advocate	Multilateral and ongoing, mostly to learn
Board education	Little or none	Episodic, strategic	Continuous; inside/outside board-room, academic and experiential

Neighborcare Health Board Development Timeline

Understanding Board Role – Generative, Strategic, Fiduciary

June 2016 – February 2017

Phase I

Strategic Goal Formation
Goal Areas: Service, Quality,
Stewardship, Growth
Practice New Roles, New thinking:
Generative, Strategic, Fiduciary

Sept – Oct

Phase II

- Set Strategic Goals For Neighborcare
- Determine right structures, right process (e.g., committees, “disappearing task force”)

Nov – Dec

Phase III

Define & Implementation Plan
for recruitment, onboarding,
assimilation process & methods
for Board members (ongoing).

January

Phase IV

Enactment
Align agenda, content,
cadence for meetings

February

*Q2 2017: Fidelity to Board Development

Sept

Oct

Nov

Dec

Jan

Feb

2016

2017