



DARE TO COMPARE | a three-part series

3 | Great Governance in UK Hospitals

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Integrated Healthcare Strategies
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DARE TO COMPARE

In their journey to find, understand, and apply enhanced governance practices, great boards explore how other boards do their work and adapt those insights to improve their performance. Great boards can dare to compare their board behaviors and systems to those in the work of three types of boards: Canadian Hospitals, U.S. Credit Unions, and UK Hospitals.

In this journey to continuously innovate and improve, we believe there are three questions Great Boards should answer:

1. How do we compare?
2. What can we learn?
3. How should we innovate?

To help stimulate conversations in the Boardrooms of U.S. hospitals, we offer the three part series, “Dare to Compare” as a resource for boards to master the art and science of governance innovation.

We hope the three short papers encourage your leadership to break through complacency and journey into the domain of high performance governance.

The Dare to Compare Series offers these three papers:

1. Great Governance in Canadian Hospitals
2. Great Governance in U.S. Credit Unions
3. Great Governance in UK Hospitals

Each paper begins with a standard preface on the nature and value of governance innovation; and ends with three practical actions to adapt insights from the comparison board’s work into improvement for your Board’s work. Provocative ideas on innovation are found in *The Medici Effect*.¹

INNOVATE

Great boards are not complacent. They strive to continuously improve the clarity and professionalism of their strategies, structures, decision making processes, principles, and practices.

They compare their current performance against stretch objectives, and are hungry for better ways to create the conditions in which those who deliver and manage health services can flourish.

This mindset of continuous renewal is governance innovation.

Innovation is new value from new processes. It is more likely to occur at the intersection of disciplines, organizations, and cultures

¹ **The Medici Effect: Breakthrough Insights at the Intersection of Ideas, Concepts, and Cultures** is a 2004 book written by [Swedish-American](#) entrepreneur [Frans Johansson](#)



PREFACE

The concept of *governance innovation* indicates new ideas, experiments and practices that can help achieve better coordination and more meaningful results in how we manage our societies, and our health sector institutions.²

Governance Innovation

A health system's vitality is interdependent with the vitality of its board. The vitality of a health care system is measured by (a) its ability to grow by delivering value for money to both its beneficiaries (clients, patients, customers) and its staff; (b) its ability to continuously improve the quality of its services/products; and (c) its ability to carefully steward its resources.

The vitality of a board can be found at the intersection of three behaviors:

1. The board's capacity to **continuously refresh** the effectiveness and efficiency of its mission- driven **decision making processes with information** that is accurate, honest, timely, and relevant to the challenges and mission of the organization
2. The board's capacity to attract, retain and enthuse **good people** who participate in the decision making processes who have and continuously enhance five essential traits:
 - A passion for the organization's mission
 - Curiosity about how to resolve obstacles to achieving the mission
 - Relationships that enable mission accomplishment
 - Experience to empower and support a talented CEO
 - Hunger to reinvent and refine the decision making processes of the governance system
3. The board's capacity to move beyond benchmarking its performance and processes against health sector best practices to **explore and adapt effective strategies, styles, structures, and systems from other industries or communities**

In short, great boards need to be hungry for and experienced in "governance innovation." High performance governance innovation is all about better information, better people, and better processes.

² See for example: <http://governanceinnovation.org/> and http://www.euro.who.int/_data/assets/pdf_file/0019/171334/RC62BD01-Governance-for-Health-Web.pdf and <http://www.americangovernance.com/resources/reports/brp/2012/index.shtml>

Governance innovation is the continuous renewal of the principles, processes, and practices of decision making such that the conditions to successfully pursue achievement of the organization's mission is optimized.

Governance innovation yields a culture that leverages wisdom and practices that are:

- S.** Stakeholder Engaged
- M.** Mission Driven
- A.** Accountability Expected
- R.** Resource Mobilized
- T.** Transparency Enabled

Governance innovation embraces and distills the best ideas and initiatives at the intersection of five forms of governance:

1. Competency Based Governance
2. Collaborative Governance
3. Generative Governance
4. Intentional Governance
5. Transformational Governance

Discussion papers on each of these five forms can be downloaded from our web portal here:

<http://www.integratedhealthcarestrategies.com/knowledgecenter.aspx>

All the best,



James A. Rice, Ph.D., FACHE
Managing Director & Practice Leader

Many innovations have been fostered within the hospital and health systems boards of the National Health Service (NHS) of the United Kingdom (UK).³ Following extensive research into high performing health service organizations and hospitals, it became clear in England, Scotland, and Wales that strong health services delivery is associated with strong and effective boards of directors. Conclusions from this research were captured in an excellent guide entitled: “***The Healthy NHS Board 2013: Principles of Good Governance***” available for download here:

<http://www.leadershipacademy.nhs.uk/wp-content/uploads/2013/06/NHSLeadership-HealthyNHSBoard-2013.pdf>

Excerpts from this guide are shared here, for U.S. board leaders to examine how the ideas from England, Scotland, and Wales might stimulate healthy self-reflection among the boards and executive teams of the U.S.

Continuous governance enhancement is essential for governance innovation, and in turn, the enhanced performance of our hospitals, health systems, Accountable Care Organizations (ACOs), local health boards, and Federally Qualified Health Centers (FQHCs).

³ The NHS web portal is here: <http://www.nhs.uk/NHSEngland/thenhs/about/Pages/overview.aspx>

PURPOSE AND ROLE OF NHS BOARDS

The purpose of NHS boards is to govern effectively and in doing so to build patient, public, and stakeholder confidence that their health and healthcare is in safe hands. This fundamental accountability to the public and stakeholders is delivered by building confidence in five spheres of concern:

- The quality and safety of health services
- That resources are invested in a way that delivers optimal health outcomes
- The accessibility and responsiveness of health services
- That patients and the public can help to shape health services to meet their needs
- That public money is spent in a way that is fair, efficient, effective and economic

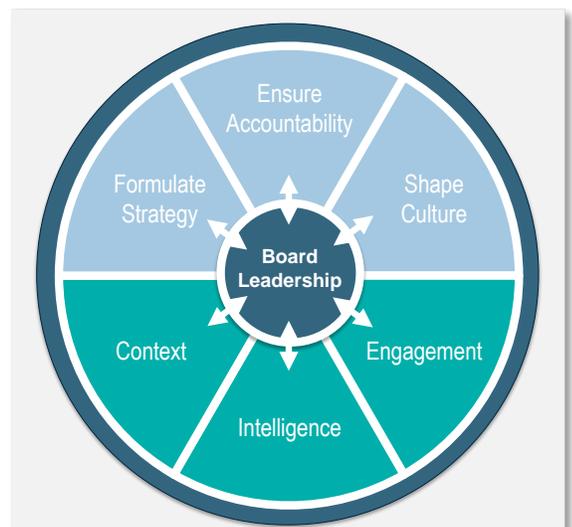
The role of NHS boards is described below and is illustrated in Figure 1.

Effective NHS boards demonstrate leadership by undertaking three key roles:

1. **Formulating strategy** for the organization
2. **Ensuring accountability**: by holding the organization to account for the delivery of the strategy; by being accountable for ensuring the organization operates effectively and with openness, transparency and candor; and by seeking assurance that systems of control are robust and reliable
3. **Shaping a healthy culture** for the board and the organization

Similar responsibilities exist with U.S. health systems. As you review the following materials, ask your colleagues on your board..."How can we continually study our performance and find fresh ways to improve the effectiveness and efficiency of our board work in the coming year?"

Figure 1: Roles and building blocks of NHS boards



Underpinning these three roles are three building blocks that allow boards to exercise their role. Effective boards:

1. Are informed by the **external context** within which they must operate
2. Are informed by, and shape, the **intelligence** which provides an understanding of local people's needs, trends, and comparative information on how the organization is performing together with market and stakeholder analyses
3. Give priority to **engagement** with stakeholders and opinion formers within and beyond the organization; the emphasis here is on building a healthy dialogue with, and being accountable to, patients, the public, and staff, governors and members, commissioners, and regulators

The three roles of the board and the three building blocks all interconnect and influence one another. This is shown in *Figure 1*.

Key Roles of the Health System Board

- Formulate Strategy
 - The first of the three roles of the board is formulating strategy. There are three main elements to consider:
 1. The **process** of developing strategy
 2. The **hallmarks** of an effective strategy
 3. The approach to strategic **decision-making**

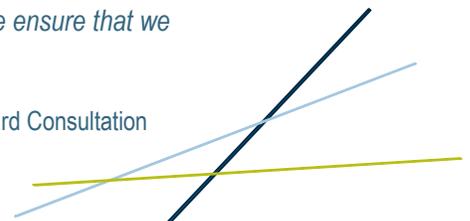
Hallmarks of an Effective Strategy

- Some of the **hallmarks** of an effective strategy include:
 - Vision and purpose: putting patients first
 - ≈ A compelling organizational vision for the future that puts quality of care and the safety of its patients at its heart
 - ≈ A clear statement of the organization's purpose
 - ≈ Well-developed values and behaviors, owned by the organization and supporting the desired culture to deliver the vision

- ≈ A vision that is underpinned with clear strategic objectives that are reflected in an explicit statement of desired outcomes and key performance indicators, including a balance of locally and nationally relevant indicators
- ≈ Explicit attention paid to the ability of the organization to implement the strategy successfully
- ≈ Demonstrable influence of the needs and preferences of users, patients, and communities served
- ≈ Inclusion at its heart so that delivered services produce accessible, fair, and equitable outcomes for all sections of the population served
- ≈ Commitment to treating patients, service users, and staff with equity
- ≈ Inspires and enables innovation
- ≈ An integrated approach to prevention and health promotion
- Takes account of external context and drivers
 - ≈ An approach that takes appropriate account of the external context and related risk environment in which the organization is operating (including the organization's responsibility as part of the wider health economy) and provides evidence of doing so
 - ≈ A perspective that balances the priority given to national and local performance indicators and targets
- Based on well-informed intelligence
 - ≈ Evidence that the strategy has been shaped by the intelligence made available to the board (both hard and soft data)
- Takes a longer term view
 - ≈ A longer term view, with at least a 3 to 5 year planning horizon
 - ≈ A long-term financial model and risk analysis
 - ≈ A long-term people strategy (see Building Effectiveness for more information)

In our organization there are two key tests that we apply to all the decisions that we make: Would you spend your own money this way? Would you wish to use this service? In this way we ensure that we have the taxpayer on one shoulder and the patient on the other.

NHS Chief Executive, Healthy NHS Board Consultation



Ensure Accountability

The second core role of NHS boards is **ensuring accountability**. This has three main aspects:

1. Holding the organization to account for the delivery of the strategy
2. Being accountable for ensuring the organization operates effectively and with openness, transparency, and candor
3. Seeking assurance that the systems of control are robust and reliable

1) Holding the organization to account for its performance in the delivery of strategy

In unitary NHS boards, all directors are collectively and corporately accountable for organizational performance.

This aspect is, therefore, a fundamental part of the board's role in pursuing high performance for its organization, ensuring that the best interests of patients are central to all it does. It is important that boards are assured rather than too readily reassured. Where issues arise they need to be addressed - swiftly, decisively, knowledgeably, and with humanity - by the whole unitary board. A robust but fair approach is important, particularly where there are problems of underperformance. Effective boards recognize that 'the buck stops with the board'.

The fundamentals for the board in holding the organization to account for performance include:

- Drawing on timely board intelligence - to monitor the performance of the organization in an effective way and satisfy itself that performance is continually improving and that appropriate action is taken to remedy problems as they arise
- Looking beyond written intelligence to develop an understanding of the daily reality for patients and staff, to make data more meaningful
- Seeking assurance that staff are clear about their responsibilities and accountabilities and how these fit with the organization's vision and purpose
- Triangulation that ensures board members are able to 'test' the intelligence and seek assurance by looking at more than one source and type of information, including through direct engagement with the services

- Seeking assurance of sustained improvement where remedial action has been required to address performance concerns
- Offering appreciation and encouragement where performance is excellent or improving
- Taking account of, and positively encouraging, independent scrutiny of performance, including from governors (for Foundation Trusts), regulators, and overview and scrutiny committees
- Rigorous but constructive challenge from all board members, executive and non-executive as corporate board members

2) **Being accountable for ensuring the organization operates with openness, transparency and candor**

The board has an overarching responsibility, through its leadership and oversight, to ensure and be assured that the organization operates with openness, transparency, and candor, particularly in relation to its dealings with patients and the public.

The board, itself, will be held to account by a wide range of stakeholders, for the overall effectiveness and performance of the organization that it oversees, and the extent to which the board and the organization operates with openness, transparency, and candor.

3) **Seeking assurance that the systems of control are robust and reliable**

This third aspect of accountability has eight elements:

1. Quality governance
2. Financial stewardship
3. Risk management
4. Legality
5. Decision-making
6. Probity
7. Information governance
8. Corporate Trustee

Committees of the Board that Support Accountability

In order to enable accountability, boards are required to establish committees responsible for **audit** and **remuneration**⁴. Current good practice also recommends a quality-focused committee of the board. Over time NHS organizations have configured board committees in a variety of ways to discharge these functions. For ease of reference, these are described as three core committees which are:

Audit Committee	<p>This committee's focus is to seek assurance that financial reporting and internal control principles are applied, and to maintain an appropriate relationship with the organization's auditors, both internal and external. The Audit Committee offers advice to the board about the reliability and robustness of the processes of internal control. This includes the power to review any other committees' work, including in relation to quality, and to provide assurance to the board with regard to internal controls. The Audit Committee may also have responsibility for the oversight of risk management, although some Trusts have established a separate Risk Committee. The committee should be positioned as an independent source of assurance to the board and guard its independence. Ultimately however the responsibility for effective stewardship of the organization belongs to the board as a whole.</p>
Remuneration Committee	<p>The duties of this committee are to determine the remuneration and terms of service for the chief executive and other executive directors, as delegated to the committee by the board; to monitor and evaluate the performance of the executive directors and to oversee contractual arrangements, including proper calculation and scrutiny of termination payments and terms. The remuneration committee should take into account relevant nationally determined parameters on pay, pensions and compensation payments. No director should be involved in deciding his/ her own remuneration. The committee may additionally have a role in succession planning for executive level roles.</p>
Quality Committee	<p>The ultimate accountability for quality rests with the board. However recent good practice recommends the establishment of a quality-focused board committee as a means of enhancing board oversight of quality performance and risk by ensuring input from people with particular quality expertise and responsibility for frontline clinical leadership. This committee offers scrutiny to ensure that required standards are achieved and that action is taken where sub-standard performance is identified. It seeks assurance that the organizational systems and processes in relation to quality are robust and well-embedded so that priority is given, at the appropriate level within the organization, to identifying and managing risks to the quality of care.</p>

All board committees normally have a non-executive chair. Audit Committee members are all nonexecutive directors, with executives in attendance as appropriate for the work being done. At least one member of the Audit Committee must have a recent and relevant financial background. Checks and balances need to be maintained in committee membership. So, for example, the board chair cannot be a member of the Audit Committee (and should not regularly attend it), nor can the Audit Committee chair be the senior independent director. Good practice suggests that the vice chair of the organization should not chair the Audit Committee, in order to avoid potential conflicts of interest.

⁴ **Reference:** Monitor's Code of Governance E2.1 and F3.1; For CCGs Schedule 2, paragraph 7(2) of the Health and Social Care Act 2012, Codes of Conduct and Accountability 2004

Effective boards minimize the number of standing board committees. However, boards may establish other committees. Examples include finance and investment committees, risk committees, people strategy committees and charitable funds committees. Some hospital boards have also extended the remit of remuneration committees to become nomination and remuneration committees.

Shape Culture⁵

The third core role of the board is **shaping a healthy culture for the board and the organization**. This recognizes that good governance flows from a shared ethos or culture, as well as from systems and structures. The board also takes the lead in establishing, modeling, and promoting values and standards of conduct for the organization and its staff.

There is now widespread recognition that the board does indeed have a key role in shaping the culture of a healthcare organization.

- Shaping organizational culture
 - Effective boards shape a culture for the organization which is caring, ambitious, self-directed, nimble, responsive, inclusive, and encourages innovation. A commitment to **openness, transparency, and candor** means that boards are more likely to give priority to the organization's relationship and reputation with patients, the public, and partners as the primary means by which it meets policy and/or regulatory requirements. As such it holds the interest of patients and communities at its heart.
 - ~ Openness: enabling concerns to be raised and disclosed freely without fear, and for questions to be answered
 - ~ Transparency: allowing true information about performance and outcomes to be shared with staff, patients, and the public
 - ~ Candor: ensuring that patients harmed by a healthcare service are informed of the fact and that an appropriate remedy is offered, whether or not a complaint has been made or a question has been asked about it
 - An approach to shaping culture
 - ~ Boards should consider adopting a culture-shaping process that involves active but focused dialogue and engagement with staff and service users. This approach has a great deal to offer NHS boards as they seek to shape organizational culture and, in turn, use their learning from staff and user experience to set strategy and ensure accountability.

⁵ Reference: Second Francis Inquiry Report

IMPROVING BOARD EFFECTIVENESS

There are five important clusters of activity that enable boards to improve their effectiveness, shown in *Figure 2*:



Figure 2: Building Board Effectiveness

1. Building Board Capacity and Capability

This involves activity in the four areas shown in the table below:

AREAS OF BOARD CAPACITY AND CAPABILITY BUILDING	
1)	Board composition, knowledge and skills
2)	Whole board and individual board member performance appraisal
3)	Systematic attention to board learning and development
4)	Appointment and remuneration of board members

Board composition, knowledge and skills

NHS boards should not be so large as to be unwieldy, but must be large enough to provide the balance of skills and experience that is appropriate for the organization.

Guidance and research suggests that organizations are best served by boards drawn from a wide diversity of backgrounds and sectors. This includes the expectation that board composition reflects the diverse communities they serve.

Whole board and individual board member performance appraisal

It is important that the whole board creates opportunities to reflect on its own performance and effectiveness. This should include a formal and rigorous annual evaluation of its own performance and that of its committees. Some boards choose to supplement self-assessment periodically with views obtained from a range of internal and external stakeholders who do not sit on the board but nonetheless experience its impact. This could include leading clinicians, senior managers who are not board members, and external partners and stakeholders including patient groups and partner organizations both within and outside of the NHS.

Systematic attention to board learning and development

Effective boards use the performance appraisal processes outlined above as the basis for focused board development action plans. The plan should include:

- **A structured process for induction of new board members.** This is an opportunity to attend to board members' understanding of local and - especially if they are new to the NHS - national context. Mentoring by more experienced board members can also be helpful and build relationships quickly
- **Individual board member opportunities to refresh and update skills and knowledge.** Conferences and similar events are likely to be very helpful. Organizations should ensure that board members are aware of relevant development opportunities and that new policy and contextual knowledge is systematically shared with board members, including through informal briefings between board meetings
- **Opportunities for the board to learn together.** Board development should not be limited to externally-provided development events and conferences. These are valuable events, especially for the transmission of knowledge and information, but carving out time for the whole board to learn together is valuable. This is particularly true when exploring the applicability of new or innovative ways of working in the board, or when developing new skills and capabilities, for example new developments in quality improvement

Appointment and remuneration of board members

Formal, rigorous, and transparent procedures for both the appointment and the remuneration of directors must be in place.

The appointments process must ensure that all appointments are made on merit and against objective criteria. Appointments panels for executives should always include an independent external assessor. Responsibilities for these appointments are summarized in the following table.

2. Enabling Corporate Accountability and Good Social Processes

In unitary NHS boards, all directors are collectively and corporately accountable for organizational performance.

A key strength of unitary boards is the opportunity provided for the exchange of views between executives and NEDs, drawing on and pooling their experience and capabilities.

Boards are 'social systems'. The most effective boards invest time and energy in the development of mature relationships and ways of working.

Some techniques and practices that support and hinder the effectiveness of these social systems are summarized in the following table.

Ways of working that <i>support</i> good social processes	Ways of working that <i>obstruct</i> good social processes
Building and publishing a crystal clear understanding of the roles of the board and individual board members	Board members behaving in a way that suggests a 'master-servant' relationship between non-executive and executive
Actively working to develop and protect a climate of trust and candor	Executive Directors only contributing in their functional leadership area rather than actively participating across the breadth of the board agenda
Building cohesion by taking steps to know and understand each other's backgrounds, skills and perspectives	Demonstrating an unwillingness to consider points of view that are different from individual directors' starting positions or being disinterested in others
Encouraging all board members to raise issues of concern and offer constructive challenges	Challenges primarily coming from non-executive directors, rather than all directors feeling empowered to challenge one another in board meetings

Ways of working that <i>support</i> good social processes	Ways of working that <i>obstruct</i> good social processes
Sharing corporate responsibility and collective decision making	Challenging in a way that is unnecessarily antagonistic and not appropriately balanced with appreciation, encouragement, and support
Ensuring that neither chair nor chief executive power and dominance act to stifle appropriate participation in board debate	Working in ways that don't demonstrate overall confidence in the executive and that feed individual anxiety and insecurity about capability

3. Embedding Board Disciplines and Appropriate Delegation

Competent, systematic board disciplines form the bedrock of good board functioning. These disciplines include:

- Giving thoughtful attention to board agenda planning and management
- Board and committee year planners and annual programs of work
- **Board papers:** The effectiveness of the board is predicated on the timely availability of board papers. Increasingly boards are receiving their papers electronically, for example on tablets. Whether they are sent electronically or on paper, the core disciplines for board papers include:
 - Timeliness: papers provided ideally a week ahead of meetings
 - Cover sheets: including, for each paper, the name of the author, a brief summary of the issue, the organizational forums where the paper has been considered, the strategic objective or regulatory requirement to which it relates, and an explicit indication of what is required of the board
 - Executive summaries: Succinct executive summaries that direct the readers' attention to the most important aspects
- **Declaration and resolution of conflicts of interest:**⁶ Probity requires that the board maintains an up-to-date register of board members' interests. Increasingly, board agendas include an opportunity for board members to declare conflicts of interest that may relate to specific agenda items so that these can be managed appropriately
- **Transparency and openness:** There is an important obligation on public services to ensure that they operate in an open and transparent manner.

⁶ Reference: Professional Standards Authority, *Standards for NHS Board Members*, November, 2012

4. Prioritizing a People Strategy

NHS Boards are increasingly recognizing that an effective board gives priority to the development of a 'people strategy' as a key enabler in meeting organizational strategic goals. Such a strategy straddles the following domains (see *Figure 3*).

In each domain, the board needs to build its understanding of:

- The current baseline position
- The position to which the board and organization aspire to meet its strategic goals
- The focused and connected network of HR approaches and developmental interventions that will support moving the organization and its people towards its aspiration



Figure 3: People Strategy Domains

5. Exercising Judgment

It is important to recognize that at the heart of good governance is healthy debate about a spectrum of dilemmas that are not amenable to uniform guidance. Resolution of these dilemmas requires a willingness to reflect and learn good judgment and acumen on the part of the board.

ROLES OF BOARD MEMBERS

All board members share corporate responsibility for formulating strategy, ensuring accountability, and shaping culture. They also share responsibility for ensuring that the board operates as effectively as possible.

Chair and Chief Executive Roles and Relationship

Clarity of role and an effective working relationship between chair and chief executive are crucial to the effectiveness of the board.

In essence, the chair leads the board and nonexecutive directors, and the chief executive leads the executive and the organization. In Foundation Trusts, the chair also chairs the council of governors.

The tables below show a number of helpful tips and cautionary pointers for chairs and chief executives to support the development of their relationship.⁷

TIPS FOR MAINTAINING A GOOD RELATIONSHIPS	
<ul style="list-style-type: none"> • Being honest and open • Communicating well • Agreeing and reviewing clearly defined working styles and roles • Establishing trust 	<ul style="list-style-type: none"> • Building a personal relationship • Developing shared values • Promoting a 'no surprises' culture

POINTERS FOR CHAIRS AND CHIEF EXECUTIVES	
Chairs should NOT...	Chief Executives should NOT...
<ul style="list-style-type: none"> • Be too operational, interfere with details of management • Be remote from the organization and unknown by the majority of staff • Exceed part time hours • Take specific strategic decisions alone • Adopt bullying, macho 'hire and fire' culture 	<ul style="list-style-type: none"> • Be too controlling or autocratic towards the chair • Obstruct the Chair's access to observing services being delivered in any part of the organization at any time • Get too involved in NED or Chair role - e.g. no consultation on board agendas, or personally shaping them • Break the fundamental rule of 'no surprises' • Be too entrenched in the organization

We hope you will adapt these guidelines from England to the unique needs of your local health system board.

How can you continuously improve your board work by daring to compare your principles, processes, and practices to those of other countries and other industries?

⁷ Reference: *Leading Together: Co-action and counteraction in Chair-Chief Executive relationships*, NHS Institute, August 2009

The Governance & Leadership practice of Integrated Healthcare Strategies uses proven, state-of-the-art governance design, educational programs, and tools to help boards use their time and talents more effectively. Our team of consultants have extensive experience in the assessment of board performance and in the development of strategies and systems to continuously enhance the governance of complex healthcare and hospital systems.

For more than 40 years, Integrated Healthcare Strategies (Gallagher Integrated), a division of Gallagher Benefit Services, Inc., has provided consultative services and people-based solutions to clients across the healthcare spectrum, including community and children's hospitals, academic medical centers, health networks, clinics, and assisted-care providers. Our Gallagher Integrated consultants and nationally recognized thought-leaders help organizations achieve their business goals, by ensuring top talent is attracted, retained and engaged, while measuring and maximizing human and organizational performance. With tailored solutions that extend well beyond single services, Gallagher Integrated offers the knowledge, guidance, and insights that organizations need to not only survive the rapidly changing healthcare environment, but to succeed in it.



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