

# Governance Enhancement Plan Texas EMS Trauma and Acute Care Foundation (TETAF)

This document has been drafted for the Board of Directors with recommended strategies, structures, and style expected to enhance the governance model for TETAF



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## EXECUTIVE SUMMARY

This report will make many uncomfortable with its candor and assertiveness; but it is driven to help the Texas EMS, Trauma, and Acute Care Foundation (“TETAF”) rejuvenate its important vision that the people of Texas will have an exemplary and accountable EMS, trauma, and acute care system.

To achieve the promise of this vision, however, it has become clear that the TETAF governance arrangements need new:

- Transformation
- Transparency
- Trust
- Technologies

This report presents over 20 recommended changes that are designed to enhance the strategies, structures, systems and style of the TETAF Governance Model. A significant rewrite of the TETAF Bylaws will be necessary to accommodate these many recommended refinements in the work and relationships of the TETAF governance arrangements.

The study examined not just the work and structure of the TETAF Board of Directors, but also the roles and responsibilities of the TETAF staff, General Assembly, Board Committees/Divisions, meetings and relationships with RACs (Regional Advisory Councils) and various other important partners and stakeholders. The assessment included:

- Review of TETAF, GETAC and DSHS documents regarding the role and work of various bodies engaged in strengthening the EMS and trauma related services system in Texas;
- Extensive interviews and meetings with EMS, Trauma System, RAC, and TETAF leaders in Texas and via phone; and
- A web based survey.

## THE CONTEXT FOR CHANGE AND GOVERNANCE ENHANCEMENT

The people and politicians of Texas need a well-structured and functioning TETAF. While some might argue that there is no longer a need for TETAF; that the RACs and EMS-Trauma providers can “go it alone”, our assessment disagrees.

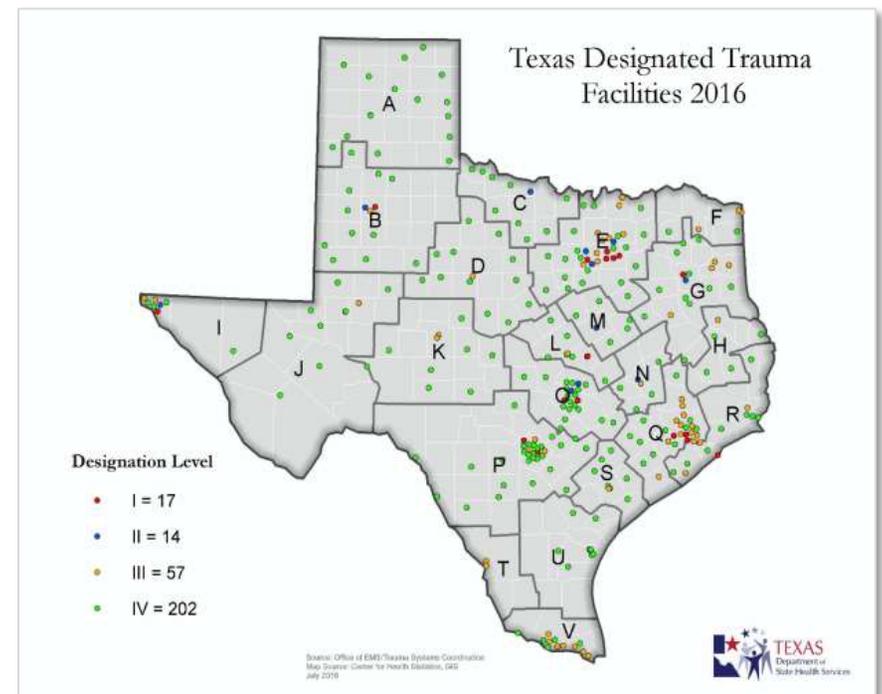
The forces and opportunities that drove the formation of TETAF are even more evident today. But the promise and performance of TETAF today is severely constrained by a lack of clarity and consensus about the strategic role and work of the TETAF Board, General Assembly, Staff, RAC Alliance, GETAC and other stakeholders.

A reconnection with TETAF’s original purpose and a rejuvenation of its governance arrangements and relationships ***are essential*** to keep Texas as a national leader in access to high quality EMS, Trauma and related Acute Care services across all the regions of the State.

The totality of this report should be referred to as the TETAF Governance Enhancement Plan or (“GEP”).

This proposed plan of action has many elements that are designed to be implemented as a comprehensive and inter-dependent whole. They are also intended to be implemented as soon as possible before the end of 2017. Further delays to repair the functions and relationships of TETAF risks further erosion in the trust and collaboration needed to accomplish the TETAF mission.

Throughout the Governance Enhancement Plan you will find recommendations that use action verbs such as: enhance, expand, refine, transform or examine. Please consider how TETAF leaders can best invest their time and talents to make these proposed actions a reality as quickly as possible. Strengthening TETAF increases the opportunity that the trauma centers who server over 27 million Texans (see map to the right) will be supported in their pursuit of better and more accessible acute care services.



This report has been prepared at the direction of the TETAF Board of Directors. TETAF Was Created to Help Improve the Trauma and Emergency Healthcare System for all Texans. Its ability to accomplish this purpose over the next 3 to 5 years is a function of the effectiveness of its governance in a policy and financial context expected to have seven (7) important characteristics:

1. Complex changes in techniques and technologies for life saving Trauma and EMS services
2. Continuing competition for funding with other medical and economic sectors across Texas
3. Growing demands for performance accountability from not only patients and providers, but local, state, and federal regulators
4. Calls for accreditation and certification that ensure continuously improved quality from the emergency and trauma systems.
5. Expanded measures for RACs (Regional Advisory Council) to do more with less in their essential leadership roles for superior trauma, EMS and related acute care services.
6. Complexity of collaboration among many key leaders and organizations within the Texas emergency and trauma system
7. Growing public and media interest in “value for money” in both the rural and urban communities of Texas.

The proposals in this document are offered to the Board as a set of strategies to enhance the effectiveness and efficiency of the Board’s work for the coming 3 years. The work to strengthen TETAF governance will be in a period of growing state and national pressure for improved Board effectiveness, transparency, and accountability of tax-exempt health sector organizations addressing trauma, acute care and EMS services. This is particularly important for TETAF which has been experiencing an erosion of confidence and trust among its many stakeholders associated with the statewide network of RACs (Regional Advisory Councils)

## Background

TETAF Board Members from across Texas have volunteered to serve on the TETAF Board to ensure that the people of Texas have access to high quality services regardless of location. TETAF has now moved out of its early formative years recognizing the need to strengthen and enhance its governance structure and systems to ensure they meet national best practices for the successful governance of a tax-exempt advocacy and services organization that earns its financial vitality from fees generated from public and private health sector organizations.

## The Challenge

Tension and confusion has grown over the past 36 months about the relationships between TETAF and the 22 Regional Advisory Councils (RACs) of Texas. This tension is contributing to an unhealthy erosion of trust among good people who are passionate about enhancing the vitality and performance of local and statewide EMS/Trauma and related acute care services to save and enhance the lives of Texans.

This tension must be discussed and minimized by clarifying roles, responsibilities, and a shared mission among TETAF governance participants to better serve the people of Texas.

This tension seems to have evolved from an unfortunate combination of unique challenges:

- Policy changes that are eroding financial resources available for RACs
- Inequities in access to paid staff in smaller and more rural regions
- Rapid growth in requests for the survey role of TETAF to ensure service quality among EMS, trauma, stroke, NICU and other acute care programs and organizations
- Growing complexity of governmental regulatory pressures on providers and RAC organizations
- Expanding time requirements for TETAF Board members related to policy shaping and advocacy, as well as uncompensated board work
- Frustrations about the scope, scale, capabilities, and resource-base for small compared to large RACs.
- Uncomfortable interpersonal communication styles that have led to a corrosion of trust and collaboration
- A period of rapid growth in TETAF activities that strained the capacity and experiences of a small TETAF staff
- A festering of frustrations over a lack of consensus about the strategic purpose and governance model for TETAF to balance the needs of local RACs and statewide mandates

Overcoming these challenges will require time, leadership, and patience along with a renewed compact and agreement about the roles and responsibilities of TETAF to the RACs; and about the roles and responsibilities of the TETAF governance model and staff. This report intends to address these directly and openly.



Members of the TETAF Board of Directors are invited to help guide the refinement and implementation of the report's conclusions and recommendations at the August 15, 2017 Board Meeting. It is hoped that formal action might then be taken to enable the implementation of the proposed governance enhancement strategies throughout 2018.

The following report provides most of the governance structures and progresses recommended "TETAF Governance Enhancement Plan." Refinements are proposed in most of the governance structures and processes.

The recommendations are organized into the several sections shown in the following pages of the Table of Contents. The proposed new TETAF Governance Model is designed to accomplish these goals:

- Enhance respect for and pursuit of the TETAF mission as a valued not-for-profit resource organization for RACs and the statewide system of emergency and trauma service providers
- Enable TETAF to attract and retain superior Board members from across Texas
- Use wisely the talents and time of our Board members and senior management of TETAF;
- Enhance the efficiency and transparency of our governance decision-making processes; and
- Enhance pride among all our governance participants and stakeholders in the quality of our new governance decision-making structures, culture, and processes.

The new TETAF Governance Model design provides enhanced responsibilities to a new Board of Directors that is appointed by a rejuvenated General Assembly composed of respected leaders from RACs and selected civic and business leaders dedicated to ensure Texas remains a national leader in well-coordinated and effective emergency and trauma related services. Candidates for TETAF Board source are proposed to come from a blended model to embrace representation and at large based appointments.

To expand opportunities for more emergency and trauma related leaders to participate and guide the work of the new governance model, six advisory councils are proposed to be established within the structure of the TETAF Board. Fewer but smarter and more accountable board meetings, and enhanced information for decision making are also proposed.

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## PROPOSED GOVERNANCE ENHANCEMENT PLAN 2018-2020

### DESIGN PRINCIPLES

The TETAF governance review process has surfaced a series of practical strategies that Gallagher Integrated believes will help TETAF achieve these important “governance design principles”:

- Enhance respect for and pursuit of the TETAF mission as a valued, not-for-profit, tax-exempt resource organization for RACs and the statewide system of emergency and trauma service providers;
- Enable TETAF to attract and retain superior Board members from across the state of Texas;
- Use wisely the talents and time of Board members and senior management of TETAF;
- Enhance the efficiency and transparency of governance decision-making processes; and
- Enhance pride among all TETAF governance participants and stakeholders in the quality of new governance decision-making structures, culture, and processes.

The new TETAF Governance Model should embrace nationally recognized best practices with respect to modern governance:

- Strategy
- Systems
- Structures
- Style
- Staff support

This report recommends how the Board and management of TETAF can best address these five key dimensions of a modern governance model. The report is called a “TETAF Governance Enhancement Plan.” Its successful implementation and operation will need work and behavior changes from most TETAF board, staff, RAC, and related organizations.

- Strategy** Open, transparent, and accountable governance decision-making is needed to define the strategic direction for the evolving emergency and trauma related services system. The TETAF Board of Directors will need to understand and implement the roles and responsibilities for superior governance shown in Appendix A. They should not be alone in their embrace of their governance duties, as they can invite many other leaders from across Texas to assist in governing the TETAF through service on six new Board councils, and various proposed stakeholder events shown in Exhibit 2.
- Systems** The TETAF Board's work should occur in meetings that facilitate smart decision-making for such varied arenas as: strategic planning, financial planning and budgeting, survey quality assurance, management oversight, community relations, advocacy, fund raising, and continuous governance improvement
- Structures** TETAF Governance should occur in a refreshed and more effective coordination among the TETAF General Assembly, Board of Directors, Governance Councils, liaisons with GETAC and various policy enhancement events.
- Style** The TETAF governance must be open, transparent, friendly, creative, passionate, professional, consistent, driven toward the best practices of Appendix 3, and champion a culture throughout TETAF that is: patient and RAC centered, performance driven, and value based.
- Staff support** All TETAF governance functions and decision-making needs staff support that is respected, respectful, professional, experienced and driven toward the mission and long-term vitality of TETAF as a resource for RAC and the statewide Texas systems for emergency, trauma, and related services.

TETAF has the potential to offer modern, high quality survey, advocacy and non-competitive education services that enhance and strengthen the quality and economic vitality of RACs and the statewide emergency and trauma system of Texas.

These TETAF service roles must be delivered by well-trained volunteer and compensated professionals working to continuously improve programs and technologies. These governance participants and staff need to be well-trained and proud of their capabilities, and in strategic programs and financial plans that are wisely governed and wisely managed.

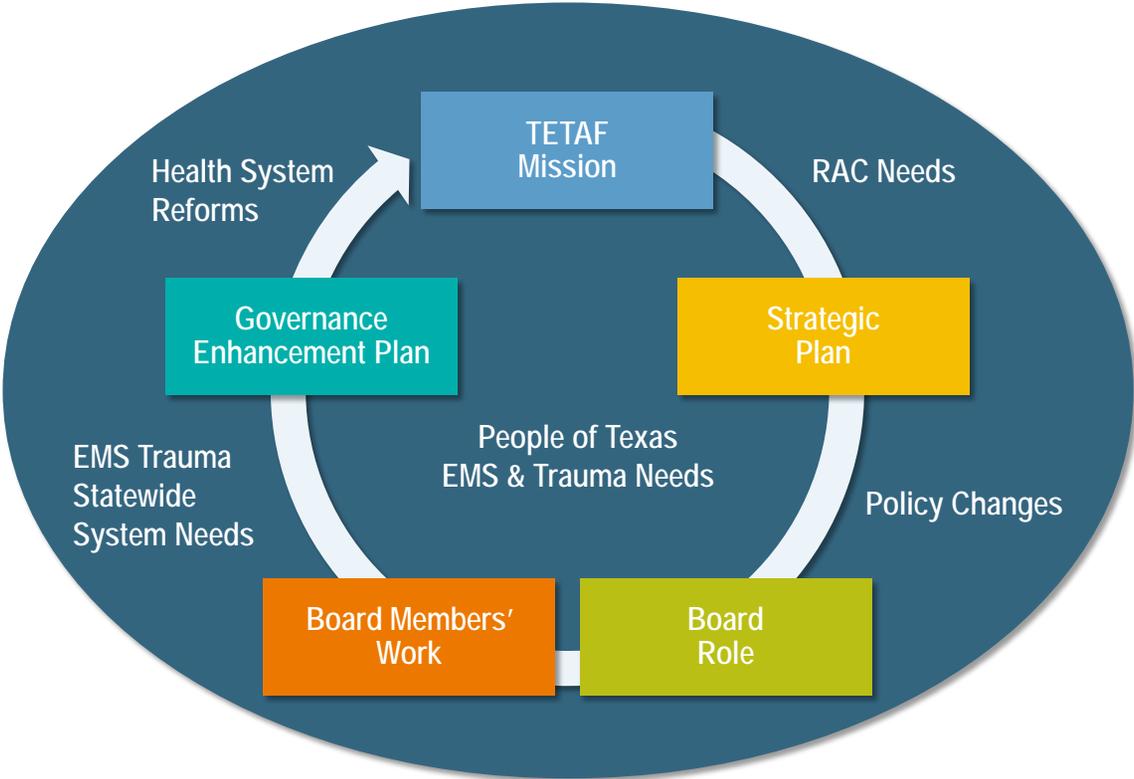


To enhance its governance and management, TETAF needs to transform its governance model into a culture with three key characteristics:

- Patient and RAC centered
- Performance driven
- Values based

Exhibit 1 illustrates the interdependencies among TETAF's mission with the several elements of the Texas EMS and Trauma System. .

**EXHIBIT 1:**  
Concept of statewide TETAF Governance Model



Governance is a process of planning and decision-making shared with, and contributed to, by several organizations and people throughout Texas, not just those leaders who are invited to serve on the TETAF Board of Directors as a tax-exempt organization.

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## GOVERNANCE OF TETAF

The services, staff, systems, technologies, facilities, and budgets of TETAF are in the purest sense governed by and directed toward the trauma and EMS needs of the patients, communities, RACs, and provider organizations that TETAF was founded to serve.

The Board of Directors role and responsibilities are shaped by the strategic framework of duties, processes, and relationships shown in Exhibit 2 and Appendix A. The future role of the TETAF General Assembly and Board of Directors will need to be discussed with local legal counsel and defined in updated TETAF Bylaws. The annual meeting to appoint future TETAF Board members should be guided by the strategic framework embodied within this report.

Members of the current TETAF Board are nervous but optimistic about TETAF's future governance vitality; but they are growing weary about the substantial amount of time consumed in the past two years of role uncertainty and eroding trust. Some may seek to retire at the end of 2017. Each current Board member should be assessed and talked with about their past service and their plans for the future. Additional members should be invited to serve on the TETAF Board and the new Councils proposed in this document. The utmost of tact and respect for all parties should be incorporated into these conversations. Early celebrations for any retirements/resignations can be planned and incorporated into the close of 2017.

## EXHIBIT 2: Proposed New Governance Model for TETAF



- Planned TETAF annual liaisons with DSHS, GETAC, Legislature

- Councils Chaired by a Board Member
- Able to have non-board members on each council.
- Chairs of each Council constitute the Executive Committee of TETAF for Strategic Planning and CEO performance review



- Chairperson Elected for one 3 year term by Assembly Members
- RAC Executive and Chair and 3 At Large Members for Total 47
- Meets Annually: Appoint TETAF Board and Auditor, refine Bylaws

- Chairperson Elected for one 3 year term by Board
- 17 Members Competency Based, Diverse, Representative of System
- Meets Quarterly. Members have staggered 3 Three Year Terms
- Executive Committee of Council Chairs and CEO

FINANCE & AUDIT COUNCIL	DESIGNATION COUNCIL	ADVOCACY COUNCIL	EDUCATION COUNCIL	GOVERNANCE COUNCIL
<p><b>CHARGE &amp; ANNUAL WORK PLAN</b></p> <ul style="list-style-type: none"> <li>Establish TETAF finance goals</li> <li>Support Budgeting</li> <li>Oversee Financials</li> <li>Oversee Audit</li> <li>Support RAC Financial Planning as requested</li> </ul> <p style="text-align: center;">Annual Report Chapter</p>	<p><b>CHARGE &amp; ANNUAL WORK PLAN</b></p> <ul style="list-style-type: none"> <li>Ensure rigor of surveys &amp; impact of designation</li> <li>Ensure competence and capabilities of Surveyors</li> <li>Advise on costs of surveys</li> <li>Support Conflict of Interest Policy</li> <li>Oversee Guides to Help Providers</li> <li>Coordinate with DSHS</li> <li>Educate Stakeholders on Value of Designation</li> <li>Liaison with GETAC on clinical policy</li> </ul> <p style="text-align: center;">Annual Report Chapter</p>	<p><b>CHARGE &amp; ANNUAL WORK PLAN</b></p> <ul style="list-style-type: none"> <li>Research &amp; Analyses</li> <li>Awareness and Impact</li> <li>Knowledge Sharing</li> <li>Policy Agenda</li> <li>Policy Shaping on Behalf of RACS and the Statewide EMS and Trauma System</li> <li>Liaison with GETAC and other provider associations on policy refinements</li> </ul> <p style="text-align: center;">Annual Report Chapter</p>	<p><b>CHARGE &amp; ANNUAL WORK PLAN</b></p> <ul style="list-style-type: none"> <li>Philosophy of TETAF Role:                             <ul style="list-style-type: none"> <li>Champion</li> <li>Concierge</li> <li>Complementary</li> <li>Collaborator</li> <li>Convener</li> </ul> </li> <li>Support Knowledge of:                             <ul style="list-style-type: none"> <li>General Public</li> <li>Policy Makers</li> <li>RAC Boards</li> <li>RAC Staff</li> <li>Providers</li> </ul> </li> <li>Web Based Academies</li> </ul> <p style="text-align: center;">Annual Report Chapter</p>	<p><b>CHARGE &amp; ANNUAL WORK PLAN</b></p> <ul style="list-style-type: none"> <li>Board Recruitment</li> <li>Board Orientation</li> <li>Board Evaluation</li> <li>Councils' Evaluation</li> <li>Board Development</li> <li>Liaison RAC Chairpersons</li> <li>Liaisons with "Affinity Groups"</li> </ul> <p style="text-align: center;">Annual Report Chapter</p>

The vitality of TETAF governance is of course the responsibility of the TETAF Board of Directors. The composition, competencies, and effectiveness and efficiency of this Board, however, is also a function of enhanced collaboration and coordination with a unique collection of “TETAF Governance Allies.” Example of these collaborators are indicated by, but not limited to the following:

- All 22 RACs
- The Texas DSHS
- Texas Trauma Coordinators Forum
- Texas Hospital Association
- The GETAC
- Texas EMS Alliance

TETAF Board interactions among such governance allies should be characterized by these attributes:

- Open, frank, honest, and frequent two-way communications
- Continuously improving trust and mutual respect that all parties have the best interests of the patients and their communities in mind in all that they do; a shared passion for, and commitment to create and nurture a culture within TETAF that is:
  - Patient and RAC centered
  - Performance driven
  - Values based
- A recognition that the staff and volunteers associated with TETAF are essential resources to both the economic and medical well-being of the people of Texas and its diverse regions
- The Board and Executive leadership of TETAF must be accountable and transparent in all its work and decision-making processes

## **1. *Role of a TETAF General Assembly***

The General Assembly controls these important duties on behalf of the mission of TETAF by meeting annually to:

1. Amend the bylaws or articles of incorporation by a vote of 75% acceptance by the General Assembly members;
2. Appoint the TETAF Board, in such a manner, and to defined terms of service, to help ensure that the composition and size of the TETAF Board optimally balances the need for excellent competencies and representational needs of the diverse Texas RACs, as well as EMS and Trauma organizations from across Texas;
3. Appoint an experienced, certified public audit firm to conduct and publish an annual audit of the financial affairs of TETAF; and
4. Conduct an annual awards program that recognizes and celebrates the contributions of innovative and successful RAC leaders and prominent EMS and trauma system leaders from across Texas.

## **2. *Size and Composition of General Assembly***

Members of the TETAF General Assembly would consist of the Board Chairperson and Administrative leader from each of the 22 RACs (a total of 44) and 3-5 at large leaders with respected business, policy, and leadership competencies for a total for 47-49 Texans.

The TETAF General Assembly of respected leaders would champion the needs of the Texas people to access high quality, and cost-effective emergency and trauma services throughout the state of Texas, including adequate representation of both urban and rural communities.

The General Assembly would encourage the TETAF Board to nurture coordination with GETAC (The Governor's EMS and Trauma Advisory Council) and various other public and private organizations engaged in EMS and trauma related services.

As much as reasonable, the work of TETAFs Board and Management should be intended to help inform and support the mission of GETAC. The work of GETAC and its various divisions would also be expected to help inform and influence the work and input of TETAF. It is from this governmental and non-governmental collaboration that the health, safety, and resources of Texans will more likely be optimized.

Where in the past, TETAF has adopted many of the structures, meeting calendars, and policy initiatives of GETAC, TETAF and GETAC have matured to a point where TETAF can support GETAC with a new pattern of strategies, structures, systems, and collaborations. Requiring all TETAF meetings to be scheduled at the same time as GETAC meetings has saved travel costs and time in the past, but now contributes to confusion and some distractions to coordination and synergy.

### **3. *Role of TETAF Board of Directors***

The TETAF Board of Directors has the ultimate fiduciary responsibility to govern TETAF in order to meet its mission and related governmental regulatory, accreditation and licensure requirements. Appendix A, 2, and 3 are provided as guides for further discussion and assessment of how the Board can best discharge its many duties. Once finalized, these appendices would be available to the TETAF General Assembly, TETAF Board, and general public in an enhanced Governance section of the TETAF website.

### **4. *Size of TETAF Board***

The TETAF Board size should reflect national patterns and best practices that balance the range of experience, talent, and representation and advocacy needed for modern governance, efficient group dynamics, and the TETAF Mission. All governance participants need to bring key competencies (see items in Appendix A) and a willingness to enthusiastically serve the mission of TETAF and the people, RACs, and providers it exists to serve. It is proposed that this Board be composed of 17 members. The composition will be discussed in August meetings.

### **5. *Competencies of Board Members***

The “Competency Map” desired for TETAF Board members is outlined in Appendix A. An enhanced “Governance Council” would be encouraged to apply these competencies to develop a pool of interested and capable RACs, leaders from the statewide trauma systems, and business leaders for future service on the TETAF Board and on the proposed new “Councils” (see below), or periodic task forces. A long range set of recruitment strategies is to be followed by the General Assembly and Board to establish enhanced interest in TETAF governance service for the coming decade.

The TETAF Governance Model and Processes should retain and cultivate new Board members who are:

- **Smart** about health system governance and financing;
- **Agile** in their decision making about a fast changing marketplace for EMS and trauma services;
- **Diverse** in their understanding of and appreciation for the variations in needs and desires from an increasingly diverse state;
- **Engaged** in the complexities and work of modern trauma and EMS services;
- **Enthusied** about the challenges of growing the range and quality of TETAF services and philanthropy depth to meet its mission and strategic TETAF program advocacy and financial plans;
- **Informed** about the rapidly changing medical and economic landscape of modern EMS and trauma systems; and
- **Linked** with the many communities, RACs, and related organizations for the successful journey from good to great governance.

Additional attributes are displayed in Appendix A

## 6. **Term Limits**

Term limits enable a Board to focus Board member's high performance within a reasonable length of time, and also encourage the periodic addition of fresh insights and experiences from new Board members.

TETAF should allow Board members to serve up to 2 three-year terms (for a total of six years), and then be obligated to step off for at least a year. Board members would be invited to begin their new cycle of staggered one, two, or three year terms on January 1, 2018. A standard position description, code of conduct, and conflict of interest disclosure statement would be provided, reviewed with, and signed by each Board member before the end of Calendar 2017 for their coming years of service.

## **7. TETAF Board Councils**

The Board needs to trust and rely on superior work by its councils (and periodic Task Forces). The Board should have a few but wise set of councils; each of the councils needs a formal change, annual work plan, and staff support that flows in synch with the TETAF fiscal year. Exhibit 2 provides a proposed diagram of the proposed TETAF Governance Model:

The six new councils are proposed to be:

1. Finance and Audit Council
2. Designation Council
3. Advocacy Council
4. Education Council
5. Governance Council
6. Chairpersons Council

Strategic Planning could be done by the TETAF Board working as a “committee of the whole” until relationships are enhanced with other strategic TETAF alliance partners.

The TETAF Board of Directors should review annually each council’s effectiveness. Each Board Member should be an active and contributing member of at least one council. The workload should be divided among the councils in a manner that would increase depth and knowledge of council’s work and results. The following recommendations are made:

### **7.1 Council charges**

1. Finance and Audit Council

*Charge:* Identify strategies and plans to enhance the long range financial vitality of TETAF

*Activities:* Establish TETAF finance goals; support budgeting; oversee financials; oversee audit; support RAC Financial Planning as requested

## 2. Designation Council

*Charge:* Enable the conduct of respected surveys that enhance the quality of services provided by EMS, trauma, and related acute care services across Texas

*Activities:* Ensure rigor of surveys and impact of designation; ensure competence and capabilities of Surveyors; advise on costs of surveys; support conflict of Interest Policy; oversee guides to help providers; coordinate with DSHS; educate stakeholders on value of designation; liaison with GETAC on clinical policy

## 3. Advocacy Council

*Charge:* Amplify the voice and influence of all RACs and related EMS and trauma stakeholders by educating and advocating local and state policy makers and statewide associations to shape policies, laws, regulations, and funding that maximizes the Texas EMS and Trauma system

*Activities:* Research & analyses; awareness and impact; knowledge sharing; policy agenda; policy shaping on behalf of RACS and the statewide EMS and trauma system; liaison with GETAC and other provider associations on policy refinements

## 4. Education Council

*Charge:* Assess and respond to unique non-competitive and ultimate needs for educational programming and consulting support for RACs and their stakeholder organizations and professionals.

*Activities:* Philosophy of TETAF role: champion, concierge, complementary, collaborator, convener; support knowledge of: general public, policy makers, RAC boards, RAC staff, providers; web-based academies

## 5. Governance Council

*Charge:* Ensure the pursuit and achievement of continuous governance enhancement

*Activities:* Board recruitment; board orientation; board evaluation; councils' evaluation; board development; liaison RAC chairpersons; liaisons with "affinity groups"

## 6. Chairpersons Council

*Charge:* Foster positive two-way communications and collaboration among the boards and plans of TETAF and the 22 RACs

*Activities:* Exchange insights into strategic challenges and plans; identify advocacy priorities for consideration by TETAF; quarterly meeting via webinar; meet in person at annual meeting of the TETAF General Assembly

## **7.2 Composition of Councils**

All councils are to have three to five Board members. Each would be chaired by a Board member, but open to have two to three non-Board members on the council to enable new experiences and relationships for future potential Board member candidates, and the successful performance of the council work plan. Strategic planning would be done by the Board as a whole, with guidance planning for an annual strategic visioning and planning retreat coordinated by the Executive Committee, with inputs from other councils, as suggested below.

**7.3** Committees would generally meet quarterly, and would be guided by an “Annual Work Plan” and “Calendar of Meetings” that seek to define themes for a majority of the meetings. These themed meetings should help encourage Board member and staff planning, preparation of meeting materials and scheduled travel.

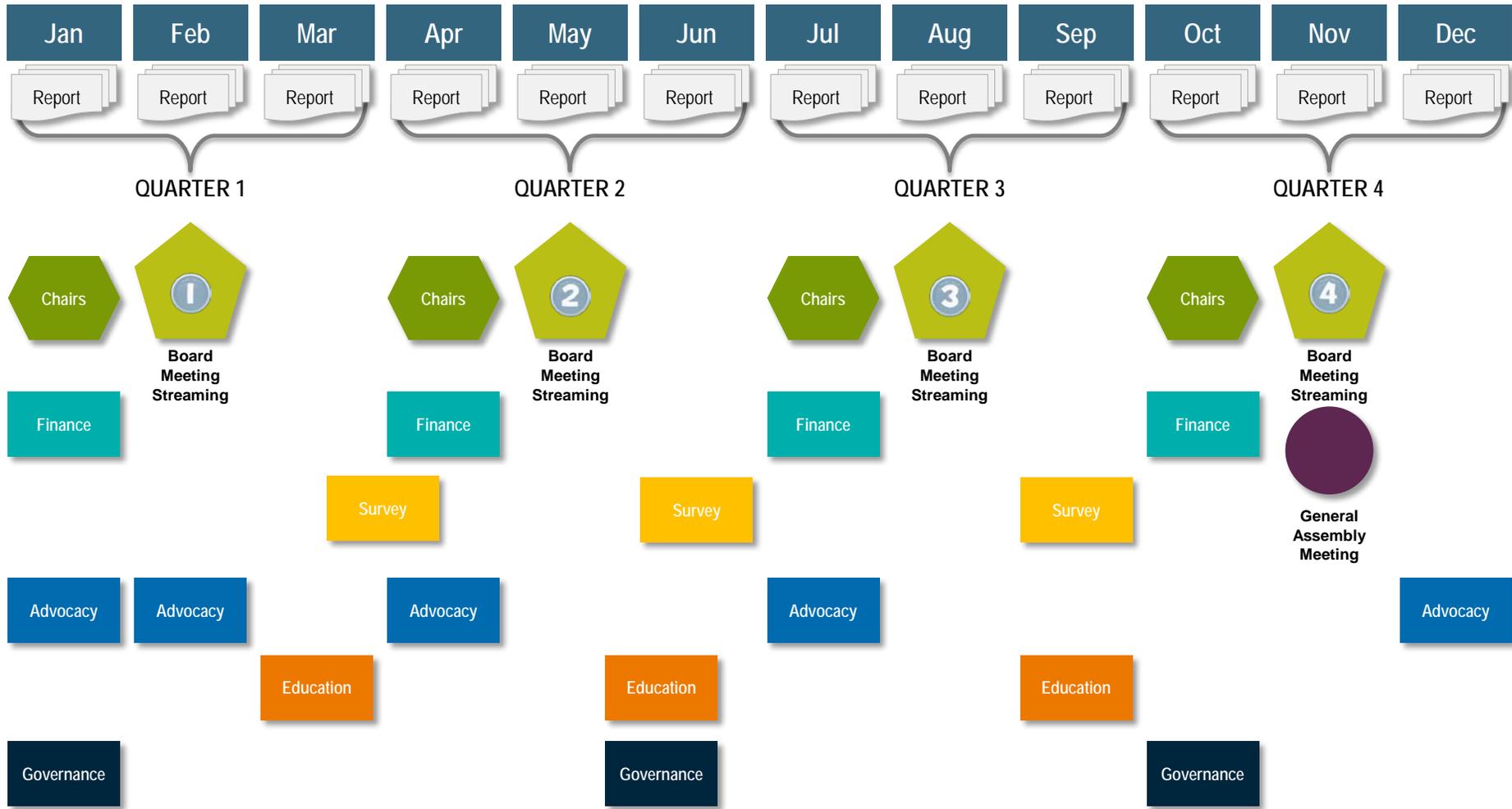
**7.4** The report includes a “Governance Authority Matrix” in Appendix B. Each committee should immediately complete their recommended roles and shared decision-making in the many TETAF Board and management strategic priorities before the end of 2017. This would be an important exercise for the new Board of Directors and the Executive Team to complete for their orientation, and to help clarify and streamline key decision-making processes/systems within TETAF. The council chairs could incorporate this matrix for their councils as well.

## **8. Number of Board Meetings**

The TETAF Board of Directors would develop a calendar of three quarterly meetings and one strategic review and planning retreat each year. There should be themes for selected meetings that fit the TETAF strategic planning advocacy and budgeting cycle. A sample calendar to illustrate this strategic framework is outlined below, and can be refined over the next few weeks with further input from the full Board and executive team. The Annual Meeting may need to shift.

## **9. Long Range Calendar of Meetings**

Members would be expected to attend at least 70% of all meetings in a year, in person or via teleconferencing. An illustration of the Board work calendar for meetings in 2018 is provided in Exhibits 5 and 6 below



## **10. TETAF Board Meeting Agendas**

TETAF Board meetings should be energized, active, professional, and businesslike. Meetings should last approximately 2.5 to 3 hours and should periodically allow for outside speakers from DSHS, RACS, and selected EMS and trauma providers for education and strategic thinking. Meetings should allow for consent agendas, and should occasionally allow a flip of the reporting aspects of the agenda to the end of the meeting to allow more open discussion about strategic TETAF challenges and opportunities before the processing of routine reports and Board work.

## **11. Meeting Venues**

While several of the TETAF Board and Council meetings would be scheduled in Austin, one meeting per year could occur in conjunction with a prominent statewide conference to nurture a positive sense of collaboration in a manner that fosters the advance of TETAF's influence in and knowledge about the EMS and trauma system; enables the Board to see its role from a broader perspective; and fosters opportunities for enhanced pride and morale of the TETAF Board. RAC leaders, physicians, and care givers from across TETAF could be invited to a meeting that would have an important educational component with a review of major trends and advances in the technologies, financing, and quality of EMS and trauma, and related services. Streaming video broadcasts can enhance transparency and engagement.

## **12. CEO Oversight**

One of the most important roles of the TETAF Board is the hiring, support and development of a talented CEO. The relationship has been cited as essential to the organization and Board's development. This relationship will need to be cultivated and enhanced in the years ahead with clear annual performance plans and reviews, and opportunities for incentive based recognitions and reward.

There should be a formal CEO succession plan developed for the CEO, and the CEO should periodically report on the parallel plans for his/her direct reports.

There should be an annual formal “CEO Performance Planning Meeting” with the Board Chairperson and Executive Committee before the start of the fiscal year. This provides an opportunity for mutual definition of CEO and Board expectations for the year’s performance targets and related strategies. The CEO should have a mid-year progress review, and an end of year performance review that is related to incentive compensation. The more assertive IRS reporting of executive compensation may generate media reviews that should be carefully anticipated by the CEO and Board leadership.

### **13. Board Education**

The Board needs to develop a formal education and development plan and budget. This program should have three levels: the Board as an organization, each council, and each individual Board member.

Board members should have a simple annual, personal, and customized development strategy that identifies topics they would like to develop or better master in the coming year. Board members should be encouraged to participate in at least one educational activity each year, whether at Board meetings, at statewide conferences, or out of state conferences with similar EMS and trauma services and sophisticated Board leaders.

Special TETAF Board Mentors can be used to have more experienced members help orient new Board members. Each Board member should participate in a formal orientation program of TETAF history, plans, and performance within 30 days of their first joining the Board.

### **14. Board Self-Assessments**

The TETAF Board should conduct an annual, formal self-assessment of their performance. This should yield an action plan for 1-2 actions the Board commits to do better next year, 1-2 actions for each council to adopt for enhanced performance in the coming year, and at least one action that each Board member will commit on a personal basis to do better in the coming year. Occasionally this review could benefit from the involvement of outside governance speakers or advisors.

## **15. Relations with TETAF Councils**

This report calls for the development of six (6) Advisory Councils to improve the range and quality of two way communication and coordination across TETAF and the Texas systems of RACs and EMS and trauma providers. To demonstrate respect for and the value of these organizations, the TETAF Board and Management should routinely share reports on plans and performance of the enterprise; invite input from the organizations into the planning for TETAF; and TETAF Board Chairman and CEO should enable the Chairpersons of all Councils to meet together at least once per year for enhanced communications and collaboration. The agenda and results of these discussions can be shared with members of the General Assembly and the broader Texas EMS and trauma system via periodic reports, webinars, and the upgraded TETAF website.

## **16. Board Information System**

The Board needs to develop expanded and enhanced oversight monitoring of the performance of TETAF its plans, programs, councils, and finances. There should be a consensus reached prior to each fiscal year of a “**Balanced Score Card**” of key quarterly or in some cases, monthly performance measures that the Board will monitor during the year in these key performance dimensions:

- Quality of surveys by type of program
- Influence and results from advocacy
- Financial vitality and philanthropy
- Results from complementary educational programming with and for RACs and GETAC
- Board member satisfaction

Modern telecommunications, streamed video meetings and recorded webinars, and an expanded website must all be leveraged and expanded for enhanced governance planning, decision-making, stakeholder engagement, policy impact and RAC support, rapport and pride with the work of TETAF.

Wherever possible, these measures should be available in easy to understand charts and graphs that facilitate understanding of trends and patterns of performance against agreed upon industry benchmarks; against TETAF last year; and against a range of performance measures that the Board and management had agreed to in advance of the start of the fiscal year.

## **17. Use of Enhanced TETAF Board Portal**

Enhance the current Board web based model to make it more user friendly with refreshed content and transparency. Begin using it January 2018 after updating Board orientation and training materials.

The Board should begin developing and using more digital means of reporting and performance monitoring, including a Board-eyes only intranet web site (BoardNet) that provides 24/7 access to a password protected site with such information as illustrated below:

- Photo bios of all Board members, managers, council members, and RAC leaders
- Board roles and responsibility policy statements
- Board policy and procedure manual
- Board educational white papers or related reading materials
- Periodic communiqués from the CEO and Board chairperson
- TETAF events at which Board members might be expected to attend
- Council work plans
- Council meeting calendars
- Minutes of council meetings
- Links to governance best practice information sites
- Links to GETAC, DSHS and other state TETAF like organizations

Strategic planning by the Board as a whole would address growth opportunities, strategic alliances, IT innovations, new service initiatives etc.

## ***18. Themes of TETAF Board Work and Meetings Should be Driven by a New “TETAF Strategic and Financial Plan”***

Once the new calendar of meetings is scheduled, the **Governance Council** would plot key educational themes for all meetings and arrange for a mix of internal and external speakers and/or materials related to each strategic theme.

With fewer meetings in 2018, the TETAF Board would plan on a small increase in meeting time. Expect TETAF Chairperson to use a style of meeting conduct that fosters open, candid, creative conversations about topics of strategic importance to the mission of TETAF. Expect that at least one meeting will address a real EMS and trauma challenge/success; build in at least one meeting that occurs at a different venue (e.g., at a RAC campus or in a region at which a “Town Hall” type listening session to EMS and trauma leaders could be scheduled).

Routine Board information packets (paper and on website) would rely on a Consent Agenda; have one page summaries of any action items that clearly defines what is being requested as action, and the related rationale, risks of action and inaction, clear and measurable benefits of action and resource requirements of action. Board members are expected to come well prepared for full engagement in the Board agenda.

Certain council chairpersons or Board members could be invited by the TETAF Board Chairperson (with advance warning) to help catalyze discussions on selected topics that meet the themes of the meeting calendar.

## ***19. Strengthen Recruitment of TETAF Board Talent Over the Next 2-3 Years***

Recruitment should be guided by an updated TETAF Board Member Position and Expectations Description. The Board should help the General Assembly define a “Governance Competency Map” that shows current member contributions; where gaps will guide recruitment and education of Board members. The recruitment should encourage experienced EMS and trauma leaders who represent the demographic, geographic, and professional perspectives of a diverse Texas. The Board should help the General Assembly to establish a proactive pool of candidates that could be tapped for council roles, and who could be visited with by representatives of Board and staff in Fall 2017 and Spring 2018.

## ***20. Improve the Quality of Dialogue in our TETAF Board Meetings***

Themed meetings as suggested above. Periodic external speakers with time for Q&A.

Encouragement by Chairperson for more robust and interesting conversations. Experiment further with the agenda style, e.g. such as expanded use of “Consent Agenda”; guard against taking action on major programmatic partnerships or strategic moves unless previously surfaced in earlier meeting; try to wrap data and statistics in human dimensions and the impact on EMS and trauma, and related acute patient care. Include meeting style guidelines in front of each agenda that it is not only ok, but expected that the power and quality of Board debate and conversations will be more strategic, more professional, more fun and more interesting.

## ***21. Relations with Diverse Stakeholders***

As TETAF strengthens its strategic thinking, planning and performance enhancement, its working relationships with the many RAC and provider communities become ever more important. As shown in the attached profile of the ideal Board Member roles and competencies, each Board Member needs to be supported to be effective as an ambassador for TETAF’s mission and plans, but also to seek insights into diverse RAC and provider needs, and to foster understanding for TETAF plans and progress to plans (**see Appendix A for Ideal Board Roles and Responsibilities**).

## **APPENDIX A: IDEAL TETAF BOARD ROLES AND RESPONSIBILITIES**

### **TRAITS FOR A GREAT TETAF BOARD MEMBER**

The Board and Management of TETAF should refine and develop this statement as a guide for its governance work, and to help encourage well-qualified RAC and other EMS and trauma leaders to consider service as a potential future Board Member, or within one of the TETAF councils related to the effective governance of TETAF.

We also hope that this guide will assure that TETAF secures Board members that most closely meet these criteria for governance excellence during these challenging times, and in a system for EMS and trauma services that is complex, rapidly changing, and that requires excellent governance participants with the time and commitment to serve the mission of TETAF. The health of Texas citizens and the vitality of local RACs are too important not to have excellent TETAF governance.

***What does an effective Board do?***

***What does an effective individual Board member do?***

***What knowledge, skills and attitudes does a Board member need to excel in the discharge of their responsibilities as a great Board member?***

This guide first outlines the major responsibilities for a superior, tax-exempt health sector advocacy and accreditation board; then describes the job description of an individual Texas Board member. The document also describes a series of attributes about the ideal knowledge, skills and attitudes a great TETAF Board Member needs to have as they carry out their job as an effective board member.

- Attachment One provides the Role of The TETAF Board
- Attachment Two provides the Individual TETAF Board Member Job Description
- Attachment Three provides the idea profile of knowledge, skills and attitudes, great TETAF Board candidates need to possess to excel in their service to the TETAF mission and partners.

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## Appendix A: Ideal TETAF Board Roles and Responsibilities

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### ATTACHMENT ONE: THE ROLE OF THE TETAF BOARD

The TETAF Board should be responsible for the fundamental fiduciary duties listed below.

#### The Fundamental Duty of Oversight

The TETAF Board of directors is the party responsible for the overall governance of the TETAF corporation as a not-for-profit, tax-exempt enterprise. The Board must supervise and direct its own officers and govern the organization's efforts in carrying out its mission. The duties of care, loyalty, and obedience describe the manner in which the directors are required to carry out their fundamental "Duty of Oversight".

#### Duty of Care

*Duty of Care* requires TETAF Board members to have knowledge of all reasonably available and pertinent information before taking action. The Board member must act in good faith, with the care of an ordinarily prudent businessperson in similar circumstances, and in a manner he or she reasonably believes to be in the best interest of TETAF.

#### Duty of Loyalty

*Duty of Loyalty* requires Board members to candidly discharge their duties in a manner designed to benefit the mission of TETAF, not the individual interests of the Board member. It incorporates the duty to disclose situations that may present a potential for conflict with the organization's mission, as well as a duty to avoid competition with the tax-exempt organization.

#### Duty of Obedience

*Duty of Obedience* requires Board members to ensure that the organization's decisions and activities adhere to its fundamental corporate purpose and charitable mission, as stated in the TETAF articles of incorporation and bylaws.

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## Appendix A: Ideal TETAF Board Roles and Responsibilities

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The TETAF Board of Directors' primary responsibility is to develop and follow the organization's mission statement by developing specific policies in the six key areas of: (1) survey rigor and transparency to ensure clinical care quality performance by accredited provider organizations, (2) financial performance, (3) strategic program and alliance planning performance (4) management performance, (5) governance effectiveness, and (6) RAC and community relations and advocacy. The Board implements these policies by working with senior management to adopt specific outcome targets that guide and measure the organization's overall performance and progress to plan.

As a part of this process, this TETAF Board must:

- Establish policy guidelines and criteria for implementation of the TETAF mission and also review the mission statements of any subsidiary councils or units to ensure that they are consistent with the overall TETAF mission.
- Evaluate proposals brought to the Board to ensure that they are consistent with the TETAF mission statement.
- Monitor programs and activities of TETAF and subsidiaries to ensure mission consistency.
- Periodically review, discuss, and if necessary amend the mission statement to ensure its relevance to the Texas EMS and trauma needs.

The fundamental “Duty of Oversight”—with specific attention to the Duties of Care, Loyalty, and Obedience—should pervade Board and individual Board member job descriptions. In addition, job descriptions should include specific reference to the six core Board oversight responsibilities: financial oversight, quality oversight, setting strategic direction/mission oversight, Board self-evaluation, management oversight, and advocacy and RAC relations.

### ***1. Quality Performance Responsibilities***

The TETAF Board has the final moral, legal, and regulatory responsibility for everything that goes on within the organization, including the quality of services provided in pursuant of its advocacy, survey, and educational imperatives. To exercise this quality oversight responsibility, the TETAF Board (and where appropriate via delegated activities within subsidiary councils) must:

- Understand and accept responsibility for the actions of staff, volunteers, and partners who perform their service, education, or advocacy service duties on behalf of TETAF.

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## Appendix A: Ideal TETAF Board Roles and Responsibilities

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- Review and carefully discuss quality and patient safety reports which provide comparative statistical data about the organization's services, and set measurable policy targets to ensure continual improvement in program quality performance.
- Assure processes that re-appoint individuals to be surveyors, educational advisers, or consultants based on how they have performed.
- Appoint RAC, EMS and trauma leaders to governing body councils and seek participation in the governance process to assist in program quality and safety assessments and continuous improvement responsibilities.
- Fully understand the Board's responsibilities and relationships with staff, independent contractors, and volunteers, and maintain effective mechanisms for effective communications with them.
- Regularly receive and discuss data reflecting TETAF's experience and the experience of individual staff or consultants who have been asked to implement TETAF strategic plans.
- Regularly receive and discuss data about partners or consultants to assure that future staffing will be adequate in terms of ages, numbers, experience, and other demographic characteristics.
- Ensure that management reviews and assesses the attitudes and opinions of those who work on behalf of the organization to identify strengths, weaknesses, and opportunities for improvement.
- Monitor programs and services to ensure that they comply with the organization's policies and standards relating to program quality and results.
- Take corrective action when appropriate and necessary to improve program quality and performance.

### ***2. Financial Performance Responsibilities***

The TETAF Board has ultimate responsibility for the financial vitality and fiscal accountability of the organization. To accomplish this, the Board must:

- Review and approve overall financial plans, budgets, and policies for the implementation of those plans and budgets.

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## Appendix A: Ideal TETAF Board Roles and Responsibilities

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- Approve financial policies, plans, programs, and performance standards to ensure the preservation and enhancement of the organization's assets and resources.
- Monitor actual performance against budget projections.
- Review and adopt ethical financial policies and compliance guidelines.
- Review capital plans proposed for the organization and its programs.
- Assure the conduct of an annual audit by a respected CPA.

### ***3. Strategic Planning Performance Responsibilities***

The TETAF Board has the final responsibility for determining the future directions the organization will take to meet its mission. To fulfill this responsibility, the Board must:

- Work closely with senior management to review and approve a comprehensive strategic plan, shaped by community and RAC needs and supportive policy statements.
- Determine that the strategic plan is consistent with the TETAF mission statement.
- Assess the extent to which plans of subsidiary programs and units of TETAF meet the strategic goals and objectives that have been previously approved for the vitality of the organization.
- Periodically review, discuss, and amend the strategic plan to ensure its relevance for the market realities of Texas and needs of the communities, RACs, and providers we exist to serve.
- Regularly review progress toward meeting goals in the plan to assess the degree to which the organization, executive team, and councils are meeting the TETAF mission.

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## Appendix A: Ideal TETAF Board Roles and Responsibilities

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### ***4. Management Performance Responsibilities***

The TETAF Board is the final authority regarding oversight of management performance by the Chief Executive Officer (CEO) and support staff. To exercise this authority, the Board must:

- Recruit, employ, and regularly evaluate the performance of the Chief Executive Officer (CEO).
- Evaluate the performance of the CEO annually using goals and objectives agreed upon with the CEO at the beginning of the evaluation cycle.
- Communicate regularly with the CEO regarding organizational goals, expectations, concerns and compliments.
- Periodically survey CEO employment arrangements at comparable organizations to assure the reasonableness and competitiveness of the CEO's compensation package.
- Periodically review and enhance Management Succession Plans to ensure leadership continuity among the senior leadership team.
- Establish specific performance policies which provide the CEO with a clear understanding of what the Board expects, and update these policies based on changing conditions.

### ***5. Assessment of Governance Effectiveness***

The TETAF Board is also responsible for managing its own governance affairs in an efficient and successful way. To do this, the TETAF Board must:

- Evaluate the TETAF Board's performance as a whole, as well as the performance of each Board Council and individual Board Member, to determine the appropriateness of enhanced Board service in the TETAF Governance Model.
- Maintain written conflict of interest policies that include guidelines for the resolution of existing or apparent conflicts of interest.
- Participate both as a Board and as individuals in orientation programs and ongoing education programs both within the organization and externally.

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## Appendix A: Ideal TETAF Board Roles and Responsibilities

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- Periodically review the Board's structure to assess appropriateness of size, diversity, councils, tenure and turnover of officers and chairpersons.
- Assure that each Board member understands and agrees to maintain confidentiality with regard to information discussed by the Board or its councils.
- Recommend to the TETAF General Assembly proposed needs to adopt, amend, and if necessary, repeal certain aspects of the articles and bylaws of the organization,
- Maintain an up-to-date Board policy manual which includes specific policies covering oversight responsibilities in at least the areas of program quality performance, financial performance, strategic planning performance, and management performance.

### **6. *Community and RAC Relations and Advocacy***

The TETAF Board must assure that the organization is well understood by, and an active partner in, the overall development of the state's EMS and trauma system and RACs it exists to serve; and that leaders from communities and organizations across Texas are encouraged and supported to help TETAF achieve its mission as a respected resource to advocate for and help enhance the Texas EMS and trauma systems, and its plans for sustainable vitality via the following activities:

- Help develop a RAC relations and public responsibility strategy that best positions TETAF to earn respect and support from within a diverse set of community and political organizations that can shape TETAF's future success as a champion and resource for enhanced EMS and trauma services throughout Texas.
- Participate in frequent and candid, two-way communication and listening opportunities with RAC organizations in order to better understand the needs of the communities and RACs we serve, and for them to understand and support the plans and operations of TETAF.
- Be engaged in various community speaking opportunities to tell the TETAF story of programmatic growth, excellence and fiduciary prudence.
- Support management as they develop communication strategies to influence public policy for EMS and trauma, and related to support the TETAF mission healthcare at the local, state and federal levels.
- Enthusiastically assist in fundraising activities, as permitted by their personal and organizational financial capacity.

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## Appendix A: Ideal TETAF Board Roles and Responsibilities

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### ATTACHMENT TWO: STATEMENT OF INDIVIDUAL TETAF BOARD MEMBER'S RESPONSIBILITIES

As Boards of Directors of tax-exempt organizations have basic collective responsibilities, Board Members are also entrusted with **individual responsibilities** as a part of their Board membership. The obligations of tax-exempt Board service are considerable; they extend well beyond the basic expectations of attending meetings, sharing experience and ideas, and participating in advocacy or fund-raising initiatives. Individual Board members of tax-exempt organizations are expected to meet higher standards of personal conduct on behalf of their organization than what is usually expected of other types of volunteers.

Yet, despite all these “special” responsibilities, TETAF and its related or subsidiary organizations’ governing participants, as individuals have no special privileges, prerogatives, or authority; they must meet together in formal sessions to negotiate and make corporate/system decisions. The undertaking of serving as a Board member is complex.

Considering the complexities of Board membership, a clear statement of individual Board member responsibilities adapted to the TETAF strategic performance needs and circumstances can serve at least two purposes: it can help with the process of recruiting new Board members by clarifying expectations before candidates accept nomination, and it can provide criteria by which the council responsible for identifying and recruiting prospective nominees can review the performance of incumbents who are eligible for reelection or reappointment.

Prospective and incumbent TETAF Board members should commit themselves to:

#### ***General Expectations***

- Knowing the TETAF history and mission, strategic purposes for service, goals, policies, programs, services, strengths, and needs.
- Performing the duties of Board membership responsibly and conforming to the level of competence expected from Board members as outlined in the duties of care, loyalty, and obedience as they apply to nonprofit Board members.
- Suggesting possible nominees to the Board or Board Councils who are clearly women and men of achievement and distinction and who can make significant contributions to the work of the Board and the organization's progress.
- Serving in leadership positions and undertaking special assignments willingly and enthusiastically.

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- Avoiding prejudiced judgments on the basis of information received from individuals and urging those with grievances to follow established policies and procedures through their supervisors. (All matters of potential significance should be called to the attention of the executive and the Board's leadership as appropriate.)
- Helping establish and nurture exemplary relationships with various community, RAC organizations, and EMS and trauma associations so as to inform the plans of TETAF, but also help assure the cost-effective implementation of those plans via influence with these other organizations.
- Following and staying informed about trends in the local, state, and national healthcare industry, especially trends in quality and patient safety; healthcare economics, medical technologies, physician relationships, regulatory frameworks for RACs, hospitals, and community, state economic development
- Bringing good will and a sense of humor to the Board's deliberations.

### ***Meetings***

Preparing for and participating in Board and council meetings, including appropriate organizational activities. Attendance in at least 70% of all Board meetings either in person or via teleconference is expected.

Asking timely and substantive questions at Board and council meetings consistent with the Board member's conscience and convictions, while at the same time supporting the majority decision on issues decided by the Board.

Maintaining confidentiality of the Board's executive sessions, and speaking for the Board or organization only when authorized to do so.

Suggesting agenda items periodically for Board and council meetings to ensure that significant, policy-related matters are addressed.

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### ***Relationship with Staff***

Counseling the Chief Executive as appropriate and supporting her or him through often difficult relationships with organizations or individuals.

Avoiding asking for special favors of the staff, including special requests for extensive information, without at least prior consultation with the chief executive, Board chairperson, or appropriate council chairperson.

### ***Avoiding Conflicts***

Serving the organization as a whole rather than any special interest organization or constituency. Regardless of whether or not the Board member was invited to fill a vacancy reserved for a certain constituency or organization, his/her first obligation is to avoid any preconception that he/she "represents" anything but the organization's best interests.

Avoiding even the appearance of a conflict of interest that might embarrass the Board or the organization; disclosing any possible conflicts to the Board in a timely fashion.

Maintaining independence and objectivity and doing what a sense of fairness, ethics, and personal integrity dictate, even though not necessarily being obliged to do so by law, regulation, or custom.

Never accepting (or offering) favors or gifts from (or to) anyone who does business with the organization, and avoiding business relationships with those with whom officers have a strong personal relationship in order to maintain objectivity?

### ***Fiduciary Responsibilities***

Exercising prudence with the Board in the control and transfer of funds and in serving as a well-informed champion for patient safety and excellent clinical care outcomes across the Texas EMS and trauma system.

Faithfully reading and understanding the organization's financial statements and otherwise helping the Board fulfill its fiduciary responsibility as a respected, not-for-profit, tax-exempt organization.

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### *Fundraising*

Assisting the TETAF Board and related development groups and staff by implementing fund-raising strategies through personal influence with others (corporations, individuals, and foundations), and providing in-kind or financial support as permitted by personal financial capacity to advance the TETAF mission.

### ATTACHMENT THREE: PRACTICAL TRAITS NEEDED FOR KEY TETAF GOVERNANCE PLAYERS

#### *Board Leaders and Board Members*

Research by The Governance Institute and Gallagher Integrated suggest that Boards and Board leaders of tax-exempt organizations such as TETAF need certain attributes to thrive in these confusing and turbulent times. The findings of their research are summarized here to facilitate Board and management discussion of what actions are needed for more success in the TETAF journey for “**Continuous Governance Improvement.**”

#### *Board & Council Chair Traits for Better Governance*

- Knowledge Needed
  1. How to champion needs of communities and RACs and not just the organization
  2. The organization’s strategic challenges and needs
  3. When to take risks if they may be for the strategic good of the overall organization’s mission
  4. What external economic and regulatory trends in the industry could hurt us in the future
  5. How to help all Board members understand time commitments needed for excellent governance
  6. The history and heritage of the organization as a statewide resource for enhanced vitality of RACs and the overall statewide EMS and trauma system
  7. The diversity of backgrounds and needs of all segments of Texas communities and providers
  8. The importance of having everything we do be value-based and mission-driven
  9. The value of Board self-assessments to keep us sharp
  10. How to be a positive change agent with other Board members

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- Skills Needed
  1. How to perform consensus decision making among diverse Board and council members;
  2. How to practice better strategic thinking, planning and budgeting
  3. How to use scenario-building exercises
  4. How to run meetings and small organizations
  5. How, when, and where to use written and verbal communication skills, but especially verbal skills as a spokesperson for the TETAF organization with key stakeholder organizations
  6. How to set and celebrate accountabilities among councils
  7. Diplomacy skills for working with all types of stakeholders and partners
  8. How to draw out ideas and buy-in from all Board members
  9. Some specialty skills from public policy, EMS and trauma, finance, legal, real estate development or insurance
  
- Attitudes Needed
  1. Honesty and integrity
  2. Openness for new ideas and approaches
  3. Willing to listen and to be approachable
  4. A Can Do Attitude
  5. Willingness to build energy and accept ideas from all players
  6. Upbeat and enthusiastic
  7. Trust carrier not stress carrier
  8. CEO and chairperson ally
  9. Praise giver and success sharer
  10. Continuous quality improvement—the key to add value to our partners and collaborators

### ***Board Member Traits for Better Governance:***

- Knowledge Needed:
  1. Knowing when to speak up and when to appreciate when silence is golden

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## Appendix A: Ideal TETAF Board Roles and Responsibilities

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2. Service on many other Boards for experience in governance
3. Understanding industry trends, issues, challenges, and opportunities facing TETAF and RACs
4. Our current financial position, trended for last three years, and benchmarked against other successful organizations
5. Community demographics and needs, both in aggregate and for each segment of our state
6. How to build partnerships with RACs other community organizations to pool our resources and expertise for the greatest good for the greatest number
7. General experiences in life and with the lives of our partners
8. Our missions and values as a respected statewide resource, and the plans and budgets needed to achieve them
9. Basic financial planning and management, and health economics
10. How RACs think we could be doing things better for the people of Texas
11. An appreciation for the complexity of tasks we face
12. Registry, medical, and information technology trends and their consequences for our plans and performance
13. Our competitive posture vis-à-vis technology and costs per survey or educational program
14. Our sources and uses of funding
15. The difference between governance and management
16. The ins and outs of managed care and risk contracting upon our stakeholder colleagues in RACs or provider organizations

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- Skills Needed
  1. How to relate to and be supportive of people from all demographic backgrounds
  2. Long-range strategic and financial planning
  3. An ability to think outside the box
  4. An ability to build consensus around our plans and tactics to get them implemented
  5. Leading organizations of diverse people toward shared goals, missions, and values
  6. Analysis of our competitive position for quality and costs
  7. How to read and understand basic financial ratios that tell us about the financial health of the organization
  8. Listening abilities
  9. Building and nurturing collegial relations with RACs and policy makers in times of stress and change
  10. How to separate the wheat from the chaff, the important from the trivial
  
- Attitudes Needed
  1. Change is our constant companion
  2. Dare to be great and innovate
  3. Entrepreneurial mindset to be decisive in all the right moments
  4. Optimistic but realistic
  5. Collaboration is essential for TETAF success
  6. Openness and honest in all our dealings with policy makers, RACs, stakeholders, and media
  7. Value continuing education to maximize our talents and contributions
  8. Willing to be a positive and constructive “question raiser”
  9. Servant leader for what is best for the people and communities we exist to serve in Texas

## APPENDIX B: SAMPLE GOVERNANCE AUTHORITY MATRIX

Clarity on decision making roles can be defined in 2018. The TETAF Board is encouraged to expect councils, the CEO and advisors to explore how best to complete this draft “Governance Authority Matrix” in 2018 as the new governance model evolves throughout the year.

**Please view this only as a Preliminary Draft to stimulate discussion.**

Who has authority to decide and do what? Preliminary Worksheet for planning and evaluation

	Key Governance Functions	Description of Functions	TETAF Board	TETAF Councils	TETAF CEO
1.0	Strategic Planning & Mission	<p>Governing bodies establish the strategic purpose and direction for the organization and its subsidiary units.</p> <ul style="list-style-type: none"> <li>• This core responsibility encompasses:                             <ul style="list-style-type: none"> <li>– Establishing or updating the mission—fundamental reason for existence;</li> <li>– The vision—definition of desired future state of TETAF , how it should look and behave in the distant future;</li> <li>– The values—style or manner in which the people of the organization work together to accomplish the overall mission and related plans; and</li> <li>– Strategic plans that direct and guide the use of scarce resources to accomplish the TETAF mission.</li> </ul> </li> </ul>			
1.1	Mission–Visioning (Text to reflect TETAF 's actual from the new strategic plan)	<ul style="list-style-type: none"> <li>• Our reason for being is defined in terms of:                             <ul style="list-style-type: none"> <li>– Who we exist to serve (RACs and statewide EMS and trauma system);</li> <li>– The macro outcomes we hope for those served; and</li> <li>– The essential services we intend to provide to partner organizations</li> </ul> </li> </ul> <p>Mission Fill in here</p> <p>Vision Fill in here</p>			

## Appendix B: Sample Governance Authority Matrix

	Key Governance Functions	Description of Functions	TETAF Board	TETAF Councils	TETAF CEO
1.2	Values	The TETAF values guide how we do all of our work to achieve our mission and vision. While these values can be periodically reviewed, they are meant to have a permanence that adds stability and clarity to our culture.			
1.3	Ethics Decision-Making	Our TETAF leaders must intentionally manage all of our decision-making processes and operational activities in such a way as to assure we meet or exceed the highest ethical standards of local, state, and federal units of government, and our own unique precepts and values.			
1.4	Competitor Assessment	A process of identifying and evaluating forces and trends, and their likely implications to our services, practices, profit centers, within our various markets and operating environments.			
1.5	Market Needs Assessment	Our TETAF leaders must continuously review and understand the strategic and tactical plans and performance of other healthcare providers who might constrain or disrupt our capacity to accomplish the organization's mission and related plans. Our TETAF leaders must also assess the implications of these competitor's moves and identify potential strategies to meet and improve upon such competitive moves.			
1.6	Organization Situation Analysis	A process of evaluating our organization's strengths, weaknesses, opportunities, and threats as related to our mission and the unique realities of our markets and operating environments.			
1.7	Strategic Goals	A process of analysis and reflection that defines the results we need to achieve—over the next 3 to 5 years—from our human and economic resources. TETAF has defined overall goals to be accomplished by the TETAF healthcare providers, practices, profit centers and the company as a whole.			

## Appendix B: Sample Governance Authority Matrix

	Key Governance Functions	Description of Functions	TETAF Board	TETAF Councils	TETAF CEO
1.9	Annual Performance Targets	Our TETAF leaders must define (within the context of our overall mission and strategic goals) specific objectives, measures, and milestones of accomplishment to be achieved in our next fiscal year. These performance targets should stretch our people to new levels of effectiveness and efficiency, and should represent a hierarchy of synergistic activities among and across the many programs of the organization.			
1.10	Performance Monitoring of Plans	TETAF leaders must continuously assess the degree to which our performance is meeting planned performance targets, and be prepared to measure and explain variances and practical strategies to improve performance.			
1.11	Contingency Planning	TETAF leaders need to anticipate that opportunities, threats, and performance variations can occur, and have predefined strategies and resources available to deploy as needed for midcourse corrections in plans and progress.			
1.12	Plan & Progress Reporting	There are many TETAF internal and external stakeholders—employees, RACs, hospitals, physicians, vendors, payers, debt holders, local employers, patients, and the general public—who have a right and need to know who we are, where we're going, and the degree to which we are accomplishing our missions and plans. Our leaders must continuously develop and deploy useful reporting mechanisms to share our plans and progress with partners and stakeholders.			
2.0	<b>Financial Vitality</b>	Governing bodies establish policies and plans that protect and enhance the economic/financial assets of the organization. Their assets are held and managed as resources to accomplish our mission in the most optimal way, over the longest period of time possible. We understand the dynamics around “no margin no mission—no mission no margin.”			

## Appendix B: Sample Governance Authority Matrix

	Key Governance Functions	Description of Functions	TETAF Board	TETAF Councils	TETAF CEO
2.1	Fiscal Performance Targets	Our TETAF leaders must continuously evaluate and define high standards of financial performance for our capital and operating assets.			
2.2	Fiscal Vitality Assessment	Our performance against previously established three-year and annual operating budgets and our, liquidity, cash management, and operating surplus targets must be continuously reviewed. Variations must be measured and explained. Strategies to meet and exceed budgets should be championed.			
2.3	Operational Budgeting	Each council, service and the TETAF as a whole must develop annual operating budgets that define quantitative service and financial results to be achieved within the next fiscal year and its subordinate reporting periods.			
2.4	Capital Budgeting	To maintain and enhance our technologies and facilities, we establish an annual budget that defines aggregate and program capital needs and fund flows planned to enable mission and strategic plan achievement.			
	i.) for example < \$50,000?	Levels of decision authority to be determined?			
2.5	Define Process for Approval of Signatories				
2.6	Approval to Obligate on Non-Budgeted Projects with Capital Expenditures of:	To be determined at appropriate levels			
2.7	Creation of New Service Line business, Budgeted Programs, and Lines of Business Based on Projected Annual Net Revenues of:				

## Appendix B: Sample Governance Authority Matrix

	Key Governance Functions	Description of Functions	TETAF Board	TETAF Councils	TETAF CEO
2.8	Capital Allocation	Our TETAF leaders must carefully manage and deploy our scarce capital to the programs judged most likely to yield an optimal balance of short and long-term economic vitality for our organization, while also optimizing our commitments to our patients and their communities. Our capital allocation processes must be easily understood, transparent, accountable, and fairly reward the creativity and hard work of our various office practices and care centers.			
2.9	Transfer of Equity or Financing Arrangements Between Corporations				
2.10	Investment Management	In unforgiving markets and challenging financial times we need all the cash we can earn. Cash balances must be carefully managed and interest income from our cash must be maximized. Our TETAF leaders must establish GAAP and governmental compliant processes and use expert advisors to achieve optimal investment earnings from our combined funds.			
2.11	Approval of Major Banking Relationships and Criteria for Other Financial Institutions	Our organization will need working capital and professional bank related services support.			
2.12	Internal Compliance & Auditing	Governing our system of accreditation surveys and educational programs requires constant vigilance over thousands of transactions and contractual relationships. Our decision processes and systems must be carefully designed and administered to assure the highest level of compliance with ethical standards, industry and governmental rules and regulations. Formal review and reporting mechanisms must be continuously assessed, managed, and refined by our leaders.			
2.13	Select & Monitor External Auditor	Our internal vigilance for compliance with sound business, accounting, and governmental standards and practices must be carefully reviewed annually by an objective CPA firm. Selection,			

## Appendix B: Sample Governance Authority Matrix

	Key Governance Functions	Description of Functions	TETAF Board	TETAF Councils	TETAF CEO
		monitoring of, and reliance on this auditor is an essential responsibility of our leaders.			
2.14	Fiscal Reporting for Advocacy	As we hold and manage our assets in trust for the long-term vitality of our pursuit of the TETAF mission, we must openly, actively, and honestly report on our stewardship performance to our multiple stakeholders in and outside our organization. Communities, RACs, hospitals, politicians, media, payers, and regulators may need to be informed about our fiscal health and performance trends.			
<b>3.0</b>	<b>Program Quality</b>	An essential responsibility of TETAF is to assure the basic safety and quality outcomes of the patient's service experience. Both clinical and customer service outcomes are a driving force of TETAF program commitments.			
3.1	Setting Quality & Safety Standards	All components of TETAF should help define and own measurable and industry leading performance standards regarding the quality of our programs			
3.2	Strategy to Achieve Standards	TETAF leaders need to develop creative and practical ways to establish and enhance a culture that celebrates world-class performance to achieve agreed upon program quality standards.			
3.3	TETAF Structure & Support	TETAF has RACs and provider organizations as essential partners in our shared pursuit of quality and patient safety. TETAF leaders need to continuously assess and enhance the infrastructure, system, and support for our partners and stakeholders throughout the state.			
3.4	Surveyor Credentialing	Reviewing and assuring that our surveyor colleagues are able to perform the procedures and services to which they are best trained and prepared is a central responsibility of TETAF. Processes for these review and approvals must be carefully established and managed within state and federal, legal and ethical guidelines.			

## Appendix B: Sample Governance Authority Matrix

	Key Governance Functions	Description of Functions	TETAF Board	TETAF Councils	TETAF CEO
3.5	Quality Performance Monitoring	Our TETAF leaders must continuously assess the degree of success achieved by our strategies and investments to achieve high quality EMS and trauma policies and organizations. These assessments should be accomplished as close as possible with RACs and their provider partners.			
3.6	Quality Results Reporting	Our progress toward quality/safety best practices need to be effectively communicated to our partners and stakeholders to both earn internal pride, favorable revenues and relationships, and external market position gains. Reporting should be frequent, comprehensive, and honest.			
3.9	Patient/Resident Satisfaction Monitoring	An important proxy indicator of good TETAF quality is the degree of RAC and stakeholder patient satisfaction with our service performance. Periodic assessment and reporting of their satisfaction should be championed by our TETAF leaders.			
<b>4.0</b>	<b>Community and RAC Relations &amp; Advocacy</b>	The Board of TETAF assigns a high priority to activities that maximize positive relationships with and support of our many communities, RACs and their leaders.			
4.1	Assess Community and RAC Understanding of Plans & Progress	Our TETAF plans must stand on clear assessments of the degree to which local community and RAC plans and performance are mutually reinforcing with TETAF plans.. Annual analysis of trends and progress for optimal rapport is a key process for enhancing our influence with statewide and RAC leaders and health care policy makers.			
4.2	Ambassador Reporting of Plans & Progress	Our TETAF leaders need to act as ambassadors that develop and support two-way communications about our plans and progress among RAC, civic, social, and business organizations and decision-makers. Active participation and memberships in these organizations should help influence them to support the accomplishment of our mission and plans.			

## Appendix B: Sample Governance Authority Matrix

	Key Governance Functions	Description of Functions	TETAF Board	TETAF Councils	TETAF CEO
4.3	Support Advocacy at Local, State, & National Levels	Our leaders need to champion TETAF's mission and plans with all appropriate community, RAC, and political decision-makers who can help assure the availability of political and economic resources to achieve a strong Texas EMS and trauma system in the most cost-effective manner possible.			
4.4	Media Relations Enhancement	Positive public opinion is important to our capacity to engage and enhance community understanding of and support for our TETAF mission and plans. Positive media relations can help influence positive public opinion among all our internal, as well as external partners and stakeholders.			
4.5	Assess and Influence Health System Organizations	TETAF's capacity to meaningfully enhance gains in EMS and trauma requires coordination and collaborations with many local and regional organizations dedicated to EMS and trauma services. dedicated to the protection and promotion of healthy patients and communities. Continuous monitoring and managing of these relationships is important for the achievement of our mission and plans.			
4.6	Community Economic Development	Our organization's programs are an important source of vitality for RACs. Our leaders must assure that we continuously monitor the need for and nature of our contributions of optimal program growth and vitality of RACs			
5.0	<b>Management Oversight</b>	One of the most important roles of a Board is the selection and support of competent executive management. Support includes sharing insights and expertise about the strategic priorities for the organization, but also about the quality and appropriateness of management's accomplishment of strategies and plans delegated for their performance by the TETAF Board. Support also means investing in the development, recognition, and performance rewards along with succession planning and occasionally replacement.			

## Appendix B: Sample Governance Authority Matrix

	Key Governance Functions	Description of Functions	TETAF Board	TETAF Councils	TETAF CEO
5.1	TETAF CEO Selection & Appointment	The TETAF Board is responsible for the recruitment, selection, and appointment of the TETAF CEO based upon Board developed criteria regarding desired knowledge, skills, and attitudes for exemplary managerial performance.			
5.2	TETAF CEO Performance Monitoring & Incentives	<p>The TETAF CEO is delegated substantial leadership responsibilities and accountabilities to manage the overall enterprise toward mission accomplishment in the most cost effective manner possible. A formal annual performance review of the TETAF CEO is to be conducted against her or his performance targets, initially defined and agreed to in advance of the fiscal year by the Board and manager.</p> <p>An incentive compensation program can be developed and maintained for the manager and her or his senior management team that optimally encourages managers to work together in the most ethical and effective way to accomplish our mission, vision, and values, while enhancing the long-term economic vitality of TETAF .</p>			
5.3	TETAF CEO Performance Support	The TETAF Board is responsible to seek from the manager indication of needs for support, and for professional and personal growth in a manner that well serves the vitality of TETAF. This support is to be provided, in a timely and compassionate manner, by the Board directly or by arrangement with suitable external resources.			
5.4	TETAF CEO Succession Planning	To assure continuity and stability of executive leadership for TETAF, the Board should develop, maintain, and update as needed an appropriate "succession plan" to replace the manager in any unfortunate circumstances that make it impossible for the manager to adequately perform her or his leadership responsibilities.			
5.5	TETAF CEO Termination	The Board may terminate the manager for cause as defined in her or his employment agreement and after appropriate consultation with external corporate counsel. Appropriate interim management coverage and recruitment processes for a replacement should also be accomplished in conjunction with such a termination.			

## Appendix B: Sample Governance Authority Matrix

	Key Governance Functions	Description of Functions	TETAF Board	TETAF Councils	TETAF CEO
5.6	Compensation Philosophy & Guidelines	TETAF, after careful consultation with the manager and her or his senior human resources executive, should periodically define and update a statement of principles intended to guide the manager in creating and continuously enhancing a workplace culture that recognizes, develops, and rewards our workforce to live our values in our collective pursuit of our mission. These principles should also assist us in attracting and retaining the highest quality employees in the market.			
5.7	Culture Enhancement	Boards are to collaborate with the manager to provide insight and resources that help accomplish the employment and workplace principles needed to optimize our organization-wide values. Board experiences should be adapted to help catalyze and nurture innovations for excellence within the TETAF network of programs/offices.			
5.8	Comparative Compensation Market Reviews	To continuously attract and retain the best and brightest managers and employees, the Board should support the managers to periodically conduct and report the comparative and competitive posture of our compensation programs with local, regional, and national realities.			
5.9	Staff Planning & Recruitment Strategies	TETAF should develop and achieve Board plans for the continuous recruitment of needed staff. Board input should be sought to ensure that these plans reflect the unique needs, styles, and realities of local markets. Suitable budgets should be promulgated to help ensure the achievement to these staff recruitment and development plans.			
6.0	<b>Board Performance Enhancement</b>	All Boards must be attentive to their own development and performance. As Boards encourage and expect continuous programmatic quality and process improvement from the staff and advisors for the TETAF organization, and continuous administrative process improvements from the management staff, Boards must expect, encourage, and enable "continuous governance enhancement" in all their governance roles and responsibilities.			

## Appendix B: Sample Governance Authority Matrix

	Key Governance Functions	Description of Functions	TETAF Board	TETAF Councils	TETAF CEO
6.1	Organization Articles & Bylaws	Each entity of the TETAF is to be formally operated within the statutes and regulatory framework of the state of Texas and appropriate federal governmental programs. The Board will adopt, maintain, and refine as necessary such articles of incorporation, bylaws, and related policies needed to function cost effectively and in compliance with all necessary legal obligations.			
6.2	Board Policies Manual	The processes and performance of the Board's roles and responsibilities are to be guided by a collection of formal policies focused on the principal work of the Board and its councils. This collection of policies is maintained, and updated as needed within a manual easily accessible to all Board members and the senior management of the organization. External legal counsel will periodically be retained to assist the Board in ensuring the appropriateness of these policies as vehicles to achieve the mission and plans of TETAF.			
6.3	Board Member Job Descriptions	Each Board member must clearly understand and enthusiastically seek to accomplish her or his "job description." This job description defines the principal roles, responsibilities, and behaviors needed to maximize the individual contribution of each Board member for the proper governance of TETAF. The job description and related conflict-of-interest statement should be read, discussed, and signed annually by each Board member.			

## Appendix B: Sample Governance Authority Matrix

	Key Governance Functions	Description of Functions	TETAF Board	TETAF Councils	TETAF CEO
6.4	Board Council Structure & Roles	<p>Much of the TETAF Board's work is accomplished by delegated tasks to a series of ad hoc or standing councils or committees of the Board. These committees enable not only a division of labor needed for the cost-effective work of the Board, but also enable the development and application of certain specialty expertise to the affairs and plans of the Board.</p> <p>Board committees or councils can also allow non-Board members to join in and contribute to the work of the Board, thereby enabling additional expertise to be brought into the deliberations of the Board, and also for the Board to assess the appropriateness of such persons as a future Board candidate. All councils are to have their work guided by a formal annual work plan and supported by experienced staff assigned by the TETAF manager.</p>			
6.5	Annual Governance Performance Assessment	<p>Each Board should strive for continuous governance enhancement by conducting and acting upon an annual assessment of the performance of each Board member, council/committee, and the Board as a whole. These annual assessments can periodically involve external resource advisors, but should be principally conducted as self-assessment against explicit Board accountabilities.</p> <p>Written action plans should be developed annually to define practical strategies to continuously improve the work and results of the governance processes in a manner in synch with our TETAF mission and values.</p>			
6.6	Board Skills & Competency Planning	<p>Boards should have a sufficient number and composition of Board members to cost effectively accomplish its overall governance responsibilities. Periodic assessments and plans should be adopted and followed to ensure the best mix of competencies, knowledge, skills, and attitudes for each Board within TETAF. These desired competencies should be well understood by all TETAF internal and external partners and stakeholders.</p>			

## Appendix B: Sample Governance Authority Matrix

	Key Governance Functions	Description of Functions	TETAF Board	TETAF Councils	TETAF CEO
6.7	Board Member Nominations	The Board members and staff of TETAF should continuously be sensitive and receptive to RAC, provider and health system candidates for future Board roles that meet the published competencies and job descriptions. Formal processes for identifying and recommending persons judged suitable for future Board positions should be developed and periodically refined by the Board in collaboration with the TETAF General Assembly with support from the TETAF manager or her/his designee. Reference check on the appropriateness and diligence of each potential Board nominee should be properly reviewed by the Board and with manager involvement.			
6.8	Board Member Recruitment & Placement	New Board candidates should be invited to stand for election/placement on a specific governing council within the TETAF. Final acceptance and placement will be made by the TETAF General Assembly.			
6.9	Appointment of TETAF Board Chairpersons	As per bylaws of TETAF			
6.10	Board Orientation & Education	<p>The complexity and dynamism of the U.S. EMS and trauma hospital sector requires continuous enhancement of the knowledge, skills, and attitudes of each Board member and the Board as a whole. A prompt and comprehensive orientation regarding TETAF history, mission, vision, values, plans, performance, and organization is an essential foundation for maximum contribution by and enthusiasm of each new Board or council member.</p> <p>Ongoing Board, Board member, and council member development should occur through participation in carefully planned education and learning experiences inside and outside TETAF. Formal budgets are expected to support these investments into continuous governance enhancement.</p>			

## Appendix B: Sample Governance Authority Matrix

	Key Governance Functions	Description of Functions	TETAF Board	TETAF Councils	TETAF CEO
6.11	Refine Model Board Meeting Agendas	Board meetings should be focused on future strategic issues challenges, opportunities, and plans. This future focus must be grounded on diligent review and understanding of our performance and compliance with all legal and ethical obligations of our Board. Agendas should encourage and enable the free flow of discussion, inquiry, and decision-making for the vitality of TETAF. A calendar of routine and special Board and council meetings should be published and readily accessible to the leadership of TETAF Board members and senior staff.			
6.12	Refine Model Board Information System (BIS)	TETAF Board work requires easy and fast access to high-quality information regarding our plans, performance, and future challenges. This information will generally be provided by management within criteria and guidelines adopted by the Board. The information must be easy to comprehend and of a scope and nature that facilitates, not frustrates, the cost-effective discharge of the Board's fiduciary roles and responsibilities.			
6.13	Continuous Governance Enhancement	The TETAF Board is expected to periodically review and update its performance improvement plans adopted after each annual Board performance assessment. Each Board member is expected to use her or his best efforts to contribute to excellent governance by helping draft and execute the strategies and actions of these plans for continuous governance enhancement.			
6.14	Board Member Performance Recognition and Compensation	Board work has become challenging and time consuming. Individual Board member performance excellence should be frequently acknowledged and celebrated in front of all key internal and external stakeholders. Suitable compensation for Board work travel and statements and acts of recognition and appreciation should be accomplished throughout the year.			