

# SHOULD THE CHIEF OF STAFF BE A BOARD MEMBER?

In Via Healthcare Consulting's experience, the answer is no.

While well intentioned, making the chief of staff a board member—voting or non-voting—tends to create governance challenges that outweigh the perceived benefits

## BOARD MEMBERSHIP AND FIDUCIARY RESPONSIBILITY

Board membership is binary. A person is either a board member with fiduciary duties and a vote, or they are not. The term “non-voting board member” is imprecise and often leads to confusion about authority, access, and accountability, even when everyone believes the distinction is understood.

From a governance perspective, the chief of staff role sits uneasily alongside board membership. Chiefs of staff are selected by their peers to represent the medical staff. Those peers reasonably expect their elected leader to bring forward physicians' perspectives clearly and consistently.

Board members, however, are expected to act in the organization's overall interest when making fiduciary decisions. When a chief of staff holds board membership, these expectations can pull in different directions.

In our experience, this dynamic places the individual in a difficult position. The issue is not intent or professionalism. It is the challenge of reconciling representative responsibility to the medical staff with fiduciary responsibility to the organization when priorities diverge.

## EFFECTIVE PARTICIPATION WITHOUT BOARD MEMBERSHIP

Boards still benefit greatly from hearing directly from medical staff leadership. Regular attendance by the chief of staff at board meetings supports informed discussion and better decision-making. That participation does not require board membership. Advisory participation allows the board to hear the medical staff's perspective without blurring fiduciary roles.

### AT A GLANCE

1. Board Membership and Fiduciary Responsibility
2. Effective Participation Without Board Membership
3. Via Healthcare Consulting's Governance Recommendation

Clear role distinctions also support effective meeting management. Boards occasionally need to limit attendance for executive sessions or sensitive discussions. Asking non-members to step out is routine and defensible. Applying the same request to individuals labeled as board members, even if they are non-voting, is more complicated and often uncomfortable. Executives offer a helpful comparison.

Senior leaders attend board meetings and contribute meaningfully to discussion. They are not board members. Their role is well understood without creating confusion about governance authority. Medical staff leaders benefit from the same clarity.



Karma Bass  
CEO + Co-Founder

“Your most precious resource is time. Making the greatest impact with that time is what we can help you do.”

## VIA HEALTHCARE CONSULTING'S GOVERNANCE RECOMMENDATION

Based on extensive experience working with healthcare boards, Via Healthcare Consulting has consistently observed that combining representative medical leadership with fiduciary board responsibility creates avoidable governance risk and weakens organizational clarity. For these reasons, Via Healthcare Consulting generally advises boards to avoid making chiefs of staff board members and to move away from the “non-voting board member” construct. Clear roles protect the board’s fiduciary responsibility and allow medical staff leaders to represent their colleagues without divided expectations.

Clear roles do not limit voices. They support better governance and better decisions.

### ABOUT US

*Via Healthcare Consulting offers services to hospitals, health systems, national and state healthcare associations, tribal organizations, and other healthcare-related organizations in the areas of Governance and Board Consulting, Strategic Planning, Outsourced Board Management, Executive Leadership Development, Philanthropy, Board Self-Assessment, Retreat Facilitation, and Webinars and Keynote Speakers. We focus on healthcare boards, and our consultants bring decades of experience to our work, so you know you're getting the very best.*