Making the fundamentals of governance free and easy to implement
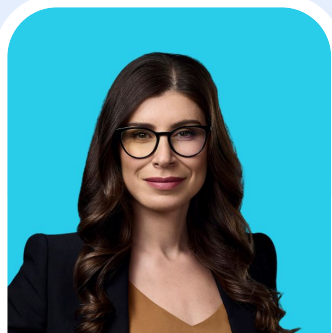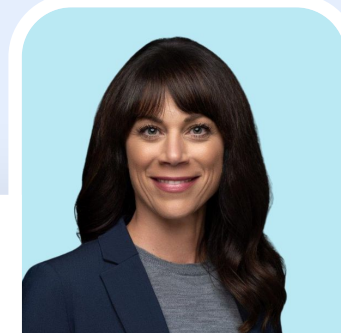
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Miranda V. Flury

MPH, MBA | PRESIDENT

→ Miranda lives out her purpose: **Helping to turn Board and Executives' light bulbs on.** She values elated clients and partners, continuous improvement, and rigorous methodology.

→ Her governance firm is comprised of four areas:

01 Facilitation & Consulting

03 Speaking Engagements

02 Director & Executive Education

04 Coaching & Mentoring

→ Miranda and her team work with Boards and Executives all over the world to enhance their businesses, and in turn, positively impacts their people and communities. She is also a sought-out international speaker, and you will find her engaging audiences on the topics of governance and strategy.

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Agenda
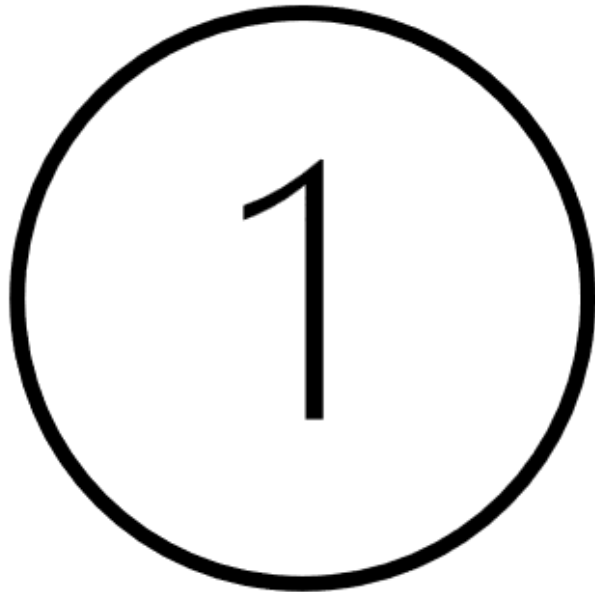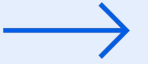
① → Key elements for effective crisis management

② → Toolkit

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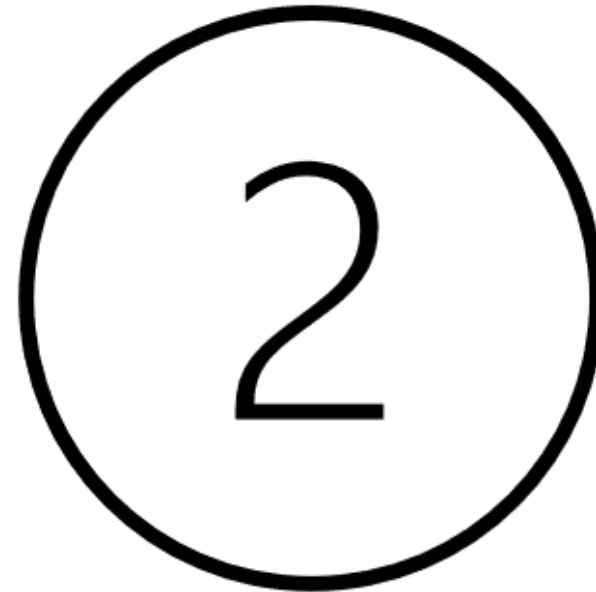
Today's crisis response demands more frequent moves, from business as usual, to a crisis management mode of working. The board needs to understand why, when and how the organization moves to a crisis response, and to be reassured that the response is effective.

Stepping In: The Board's Role in Crisis Management - Deloitte

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Key elements for effective crisis response

01

Readiness mindset

02

Roles and responsibilities

03

Crisis scenario planning, tabletops and simulations

04

Supporting CEO and management

05

Communications and stakeholder management

06

Post crisis review

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Establishing a readiness mindset

The board should ensure that the organization's priorities are readiness for a crisis.

→ Proactive prevention - enterprise risk management system and crisis plans in place

→ Promoting and safeguarding culture and reputation

Questions to consider:

→ Does your organization have an enterprise risk management framework that identifies the material risks facing the organization? Is it systematically evaluated and refined?

→ To what extent does the current crisis management approach take into account how different risks may be interrelated and impact each other?

→ What is your approach to crisis management? How are processes/playbooks built and triggered today**?**

→ How does the crisis response plan encourage decisions to be made in alignment with the organization's mission vision, and values?

→ Does the organization consistently work to build a positive reputation with stakeholders (outside of a crisis)?

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02 Understand roles and responsibilities

Preparing and navigating a crisis demands that both board and management know their roles and responsibilities.

Board role = strategic oversight:

→ Approve and understand crisis management plans and risk frameworks

→ Understand and be familiar with crisis communications response and messaging/spokespeople

→ Curb your enthusiasm - resist the urge to jump in and support or critique management's crisis response

→ Provide counsel, guidance and support do not overstep into operational boundaries

→ Maintain accountability

Questions to consider:

→ How is the board educated on their role in crisis?

→ What systematic processes does your board have in place to review/approve the crisis response plans?

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Crisis scenario planning, tabletops, simulations

Encourage and participate in scenario planning

→ Scenario planning is a method that can help boards prepare for crises by identifying potential future scenarios and the actions that could be taken in response

→ Challenge management on optimism around the worst-case scenario to avoid optimism bias

Participate in tabletop exercises/simulations

→ Clarify roles

→ Build confidence/improve communication

→ Ensure crisis strategies are aligned with values

→ Drive continuous improvement and identify gaps

Questions to consider:

→ In your crisis management plan, are there key crisis scenarios that your management team has identified?

→ How often (if at all) is your board included in tabletop/simulation exercises?

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04

Supporting the CEO and management

→

→ Boards need to ensure the organization has the right crisis resources, skills, and training to effectively management crisis.

→ Be a stabilizing force by offering calm and rational counsel.

→ Questions to consider:

→ What skills/experience is required to execute the crisis management plan, and do you have them internally or do you have a relationship with a third party?

→ How does the board avoid being both emotional and punitive towards CEO and management during crisis?

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Monitoring communications and stakeholder management

Understanding that communications done right alleviates stress. Transparency and consistency are key.

For boards in particular, the three most important communication channels are

→ CEO to the board chair,

→ CEO to the full board,

→ Board chair and the board.

Each needs a well thought out process and regular cadence.

Stakeholder management – understand what key relationships the board needs to help manage.

Questions to consider:

→ Do we have process in place for the communications channels?

→ Do we know as a board what stakeholders we need to actively manage in a crisis?

→ How is the board setting clear expectations with the management team about crisis management communications?

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Post crisis review

06

Post crisis review is critical.

→ Prepare to challenge management's review of how the crisis has or hasn't changed the way they do business.

Don't forget to maintain a forward-looking agenda.

→ Helps promote a recovery narrative, better meet stakeholder needs moving forward

Don't be quick to assume the crisis is over.

→ After shocks to a crisis should be anticipated.

Question to consider:

→ How is the board ensuring that both it and the management team incorporate the lessons from crisis management efforts?

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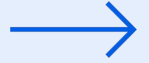# Toolkit for Effective Crisis Response

Board Crisis Management Toolkit

Tool	Key elements
Crisis preparedness checklist	⟶ Risk management framework in place ⟶ Crisis management plans developed and tested ⟶ Scenario planning and exercises done or in progress ⟶ Proper crisis training and skills in place ⟶ Culture that supports crisis readiness
Oversight framework	⟶ Board's role is defined and understood ⟶ Clear communications protocols between the board and management are in place ⟶ Tools to monitor response progress
Ethical decision-making guide	⟶ Principles for how to make decisions during a crisis in place aligned with organizational values and mission.
Crisis communications protocols	⟶ Crisis communications plan developed and tested ⟶ Understand board role in stakeholder communications
Leadership support plan	⟶ Role in supporting CEO and management is clear – be a stabilizing force, offering supportive counsel and strategic guidance. ⟶ Contingency plans developed for required resources/skills
Post crisis review template	⟶ Process/template for conducting post crisis analysis

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Webinar Schedule

Feb - Mar 2025

#	Title	Date
116.	Creating a strategic board culture	Ondemand
117.	Crisis management for boards	Ondemand
118.	Practical use cases for AI in governance	Mar 6
119.	The role and responsibilities of the Company Secretary and relationship to the Board	Mar 19
120.	Going Paperless in the boardroom: Tips for Transitioning to a Board Portal	Mar 21
121.	Exploring foundational governance principles ISO 37000	Mar 28

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Thank you
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