



Engaging Your Board as You Navigate COVID-19

The COVID-19 pandemic has made the lives of all executive directors far more difficult. It is not uncommon for EDs to feel lonely and isolated in their position, and for many, the current atmosphere has made those feelings even worse. But this is why having a good relationship with your board is so vital. With that in mind, here are eight things to keep in mind as you engage with your board during this crisis.

1. Stay connected to your chair

Your board chair is your closest partner in challenging times, just as they are when things are operating smoothly. In the current COVID-19 pandemic, as a CEO, you need a confidant, a thinking partner, and a bridge to the rest of your board. That's your board chair.

If your chair has been impacted by the COVID-19 conditions and is not able to work closely with you, have a frank discussion about appointing someone to serve in their place for a specified period of time. Options could include the immediate past chair, vice chair, or another board officer.

2. Don't go it alone

You have probably known how to handle most situations you have faced as a CEO. At the very least, you knew you had a resource to turn to get advice. This is different — you have never faced anything this extreme before, and the truth is that NO ONE has all of the answers for us. Your board — or a subset of your board — is your thinking and governing partner in navigating your organization's future in the short, intermediate, and long term. This may be an appropriate role for your executive committee.

If your board is unable to convene on a regular basis, ask your chair to **authorize a task force** to serve as the governance connection as you, or you and your leadership team, begin to navigate and identify possible scenarios or contingencies for the organization. When thinking about the best members to be added to the task force or executive committee, first identify the functional expertise, competencies, **and** diverse perspectives needed to navigate the complex issues you are facing.

3. Maintain important committee functions

Identify which standing committees are essential to continue in the coming months. Standing committees addressing fiduciary oversight are essential.

- Which standing committees must continue to meet as you navigate this situation?
- How will you track the work that you need to maintain or shift need to shift to address your urgent issues?
 - Be sure to share what you and the organization needs from this committee at this time
 - Don't default to your staff's expertise alone — volunteers provide critical perspective we need in times of uncertainty
- What new task forces might be needed to navigate the emerging needs? For example, if you do not have a standing committee for things such as HR, insurance, advocacy, economic incentives, risk, financial planning, etc., you may need a task force to assist with new priorities.
- What functional expertise, professional experience, or diverse perspective might you need to recruit to these committees to have the experience and insight needed? Invite individuals to serve as needed — they do not need to be current board members to serve on a committee or task force.

4. Document your board and committee actions and decisions

Things may not be normal, but the policies set and decisions made by your board still need to have a written record in the form of official minutes.

Keeping minutes in virtual committee and board meetings can be complicated if basic protocols are not followed. Some items that should be followed include using a structured agenda led by the chair, having members announce themselves before they speak or as they move or second a motion, and using annotation tools that are available to white board discussions or to vote on motions.

The role of the notetaker on actions and decisions is essential. If you are in a virtual session and decide to record the session to capture everything and later transcribe, just record the actions and decisions into minutes.

5. Follow bylaws

Bylaws are meant to be followed, and yet there are times — and COVID 19 has certainly provided that opportunity — when certain requirements or provisions of your bylaws simply cannot be met. Your board may vote to officially “suspend” a certain procedural article or section of your bylaws for this specific period of time of crisis. This is not the time to try and rewrite your bylaws, nor is it a time to ignore governance responsibilities. Make the “suspension” official by recording the decision in the minutes of your board meeting.

Suspension of bylaws may be necessary under any of the following conditions:

- Annual meetings cannot be held to vote in officers or ratify resolutions (especially if general membership is to vote on this action)
- Bylaws do not provide for virtual meetings, electronic voting or extension of terms for critical board leaders, such as officers serving additional terms
- Quorums are not able to be met

6. Embrace all THREE governance modes

It may seem as if we are in only a fiduciary or protective mode right now. While this mode is indeed important, it is simply not sufficient. Every major

crisis creates unexpected new problems, shines a light on old issues, and uncovers completely new opportunities!

It is important to engage your board in **all three governance modes**: fiduciary, strategic and generative. All three are essential, especially as you face unforeseen and urgent conditions.

Fiduciary and Strategic Planning Modes

Board members provide feedback on alternatives and choose among them
Address technical challenges
Make decisions
Solve problems
Consider realities
Pose pragmatic questions

Generative and Strategic Thinking Modes

Boards are members engaged early enough to help create the alternatives
Address adaptive changes
Decide what to decide
Discern and frame opportunities
Discuss robustly, dialogue, debate
Pose catalytic questions

Pursue intentional diverse perspectives

The current COVID-19 crisis presents an unparalleled opportunity to engage your board members in both generative dialogues and scenario/contingency framing that can lead to co-creating a new vision for your organization. Engage your board in the co-creation of plans for short-, intermediate- and long-term alternatives that frame possible options as this scenario continues to unfold.

7. Employ board members' connections in advocacy and philanthropy

While staff voice certainly matters when telling our story and seeking support, the voice of your board members — as advocates, influencers and connectors with not only our communities, but also with your local, state, and national leaders — can simply not be replaced.

The opportunity before you is far larger than ever before. While there are some who believe advocacy and fundraising are primarily staff functions,

they are actually fundamental and essential responsibilities of your board members. So ask, "If not now, when?" Good questions to ask yourself include:

- Where do you need the most assistance in connecting with major donors or grant providers? What messages do you need conveyed? What are we requesting of them?
- What connections do your volunteers have to legislators and community leaders? How might they assist when we need their support for the next legislative initiative or bill?

Open the conversation and don't be afraid to ask for what your organization needs from them.

8. Find alternative ways to engage members

It is possible that all of your board members may not be in a position to be deeply engaged in board work right now due to their own personal or professional challenges. Do not assume that they do not want to be engaged on behalf of the organization in some way. Discuss with your board ways that members who need to take less of an active role can be of assistance. Offer options and respect their choices. Unless specifically requested, continue to include them in all board communications.

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