Form 3.5

The Board’s Response to Emergency Situations

Even the best risk management programs cannot entirely insulate an organization from emergency situations. This was highlighted by the global COVID-19 pandemic, which challenged organizations across the world. A major change in operations, even temporarily, will require attention and flexibility from the board. There are several key considerations boards should have in mind during an emergency situation:

* **Board objectives**: A board’s first priority should be to re-assess, in the context of the emergency, what is critical to the success and sustainability of the organization and fulfillment of its mission. For some organizations, that may mean greater support from the board and more frequent meetings. For others, it may mean reducing the number of meetings and finding other ways for the board to play a meaningful, but not overly intrusive, role. Management may have less time to support the regular meeting schedules of the Board and its committees.
* **Board and committee meetings**: The board and its committees may not be able to meet in person. Here are some considerations to take into account when it is not possible to get the full Board together:
* While there is generally no prescribed number of board meetings that must be held annually, confirm whether there are specific requirements in the organization’s by-laws, articles, or applicable special legislation. The board may be able to suspend its regular meeting schedule for the duration of the emergency if there is no mission critical decision or important board oversight role required to be performed during the anticipated length of the emergency.
* If a decision is required and it is not possible to call a board meeting, a resolution in writing may substitute for a board meeting, but it must be unanimous.
* An electronic meeting may be another option for board meetings, subject to the hospital’s governing legislation and documents.
* During an emergency, organizations may experience difficulty in achieving a quorum for a meeting of the entire Board in a timely manner. To address this, the Board may consider delegating some of its powers to an Executive Committee comprised of directors. If the organization does not currently have an Executive Committee, the Board can create one if the by-laws or articles enable one to be formed.
* As part of emergency preparedness, ensure that the chief executive officer has the authority required to make key decisions swiftly if a crisis prevents the board from coming together.
* **Board stability and continuity**: Management should have access to board leaders when needed. Some board members may themselves have less time available given the increased demands in their professional and personal lives. Some might need to step back from a board leadership role and allow someone else to step in. Board succession planning should also be considered (in addition to succession planning for key management roles, discussed below).
* **Communication and director due diligence**: If the board suspends its board and committee meetings, directors will feel a responsibility to ensure they are exercising their own personal due diligence at this time. While directors may want more frequent reporting from management as the situation rapidly changes, this may be a time when management has less time to prepare such reports. Consider if board leaders can prepare weekly briefing notes to update the board. Similarly, director questions and concerns can be directed through the board leadership to management.
* **Stakeholder relations**: The board should turn its mind to key stakeholder relationships and to what it can do to support those relationships. For example, is there a role for the board in staff and volunteer appreciation or with fundraising efforts?
* **An eye to the future**: An emergency may intervene in board work plans and shift priorities. In the short term, the board needs to evaluate how to reframe its work while being mindful that individual board members may also be personally and professionally impacted by the emergency. Board members and board leadership must have tolerance for the different approaches and reactions of individual board members. In the long term, the board, as part of its fiduciary duties, needs to ensure organizational sustainability and adjust strategic and operational plans to reflect the new ‘normal’ that will emerge following the emergency.