



As we all work towards the “new normal” boards are being faced with new challenges daily. If your board uses Policy Governance®, you may be wondering how decisions around the pandemic may change your agenda. This is the first of two tips we hope you will find helpful – Part 1 focuses on content areas you may want to consider adding to your agenda. Part 2 will address suggestions for how to process the agenda by selecting some items for virtual meetings, others for processing electronically without having to discuss at a meeting.

How Does COVID-19 CHANGE YOUR BOARD’S AGENDA? PART 1 - CONTENT

CONTENT – THIS DRAFT SUGGEST ONLY ITEMS YOU MAY WANT TO ADD IN RESPONSE TO THE PANDEMIC. IT DOES NOT ADDRESS YOUR NORMALLY SCHEDULED AGENDA ITEMS.

- 1. Call to order**
- 2. Adoption of agenda**
- 3. Adoption of minutes of last meeting**
- 4. Declaration of Conflict of Interest**
- 5. Ownership Linkage**
 - 5.1. Decision on what the board needs to communicate to owners at this time; how frequently should it communicate
- 6. Board Education**
 - 6.1. Information from CEO about financial risks and scenario planning for different time frames before economic recovery, including probability of risks in each scenario, cash flow, liquidity, potential of a long-term deep recession, as background for potential board decisions re Ends priorities or amendments to any other policies
 - 6.2. Information from CEO about operational risks in maintaining operations, including supply chain risk, HR issues such as potential layoffs, capacity of organizational technology to handle remote work, as background for potential board decisions re: Ends priorities or Executive Limitations amendments
- 7. Items for Decision**
 - 7.1. Ends**
 - 7.1.1. Priority Ends to be achieved in the short term during the pandemic
 - 7.2. Governance Process**
 - 7.2.1. Board’s own contingency plans; making virtual meetings productive; board’s expectations of members to limit their own exposure to COVID-10
 - 7.3. Executive Limitations**
 - 7.3.1. Review content of Treatment of Employees and Volunteers policy related to physical safety, psychological safety, and backup plans for counselling if required

7.4. Board-Management Delegation

8. Required Approvals Agenda)

9. Monitoring CEO Performance (Ends and Executive Limitations

[Note – this does not require a full monitoring report for suggested EL policies, only specifics as they relate to pandemic]

- 9.1. Monitor EL on Treatment of Staff – ask for specific CEO interpretation in relation to COVID-19. For example, have flexible and remote working arrangements been made for all possible staff? Are internal policies in place regarding hand-washing, social distancing, Are supports in place to address employee morale and corporate culture? Is the CEO communicating information clearly to employees, with frequent updates? Does the CEO have back-up plans for counselling if some co-workers lose their lives? How often does the board need to monitor this particular policy during the pandemic?
- 9.2. Monitor EL on Treatment of Customers/Clients – ask for specific CEO interpretation in relation to COVID-19. Are core services still available? Is there clear and regular communication to customers/clients?
- 9.3. Monitor EL on Planning – CEO interpretation re: financial planning criteria in relation to COVID-19
- 9.4. Monitor EL on Emergency Executive Succession (may be incorporated in Planning policy) – CEO interpretation re; coverage if CEO or key senior staff should become ill.
- 9.5. Monitor EL on Asset Protection – CEO interpretation re: information security – e.g., increased awareness of employees regarding scams, phishing activity taking advantage of the crisis to access systems and personal information; additional precautions related to remote work; protection of organizational reputation in relation to communications with media
- 9.6. Monitor EL on Communication to Board – CEO interpretation re: frequency of communication, whether board should see internal communication to staff

10. Monitoring Board Performance.

11. Information Requested by the Board

12. Self-evaluation of governance process at this meeting

13. Adjourn

“Nice to Know” Information:

Holding a virtual meeting, you may not want to handle an entire agenda in one session. Part 2 will suggest some detail about how to appropriately divide the board’s work into parts that can be done in a virtual meeting, or entirely electronically.