

*Before the Storm: Creating Your Crisis Management Tool Kit*  
*ACC NCR and ACC Nonprofit Network: Annual Nonprofit Conference*  
*May 4, 2023*

**Governance Checklist**

Key Governance Documents & Policies: *Have a clear understanding of the role of Board management in navigating challenges BEFORE the crisis hits.*

- Certificate of Incorporation & Bylaws:
  - Are these documents up-to-date and followed?
  - Are the indemnification provisions sufficient?
- Committee charters with clear roles and responsibilities, especially for the Executive Committee
  - Has the organization “right-sized” its Board and committees, especially the Executive Committee?
- Conflict of interest policy
- Whistleblower policy
- Code of conduct
- Clear delegation of authority to management
- Investment and other financial policies and practices, including
  - Flexibility for iterative budgeting & crisis response
  - Guidance on managing investments and making endowment appropriations
  - Internal controls
  - Gift acceptance, including restricted gifts
- Board leadership and management emergency and non-emergency succession planning
- Job descriptions for Board chair, etc.
- Policy on Board communications with the press

Know the Organization: *The Board must have a clear understanding of the organization and management BEFORE the crisis hits.*

- Board orientation and ongoing director training
- Board meetings used as an opportunity to inform directors about the organization:
  - What are the organization’s goals? Impact? Tactics? Areas of concern?
  - What are the streams of revenue and how are they performing over time?

- What is the organization's culture and the state of employee morale?
- Who are the organization's partners and how are they relied upon?
- Board assessments of CEO that promote dialogue about management strengths and weakness (including identifying disagreements).
- Board self-assessments, on-going efforts to identify areas for Board improvement
- Ongoing Board engagement with risk management, which should include:
  - Crisis identification, focusing on the high-risk and likely events first
  - Preparedness (e.g., whistleblower hotline, internal & external crisis team, crisis plan, insurance & indemnification)

**Board Composition:** *The Board should have the right combination of experience and expertise on the Board BEFORE the crisis hits.*

- Use a Board attributes and skills matrix to know where the Board stands and what changes and adjustments to the Board are needed.
- Consider whether the risk tolerance of individual Board members aligns with organizational activity.
- Consider the pipeline of Board candidates and methods for identifying them.
- Consider term limits.

**Board & Management Relationships:** *The Board and management must have functional lines of communication BEFORE the crisis hits.*

- Develop a shared understanding of what's most important for the organization and open, honest lines of communication.
- Consider routine interactions (both inside the boardroom and informal conversations) as a baseline.
- Find new ways to develop relationships and establish communications norms that suit these remote times.
- Be prepared to use modern communications techniques ... but have old-fashioned ones as a backstop.