

**EVENT TITLE:** Board Governance in the Face of the Unexpected

**EVENT DATE:** 11/19/2025

**EVENT TIME:** 12:00 Noon ET

## PROGRAM SUMMARY

In an era of continuous volatility, boards are being tested in new ways. This co-hosted NACD New England and NACD Capital Area Chapter program explored how directors can lead effectively when facing unplanned, high-stakes disruptions—from sudden CEO departures to cybersecurity incidents, geopolitical shocks, and reputational events. The discussion focused on what differentiates boards that respond effectively from those that struggle to align under pressure.

Panelists agreed: what counts as “unexpected” has shifted. Boards must be equipped for fast-moving, multi-dimensional scenarios that demand urgency, transparency, and coordinated decision-making. Today’s governance challenges don’t offer long lead times or clear playbooks. Instead, they call for well-practiced coordination, structured communication, and decisiveness grounded in strategic clarity.

A central theme throughout the conversation was the importance of **pre-event preparation**. Effective boards don’t wait for a crisis to test their systems. They prioritize ongoing succession planning, regular executive pipeline reviews, clear delineation of emergency authority, and scenario-based exercises. These practices allow the board to act without hesitation and maintain focus when an event breaks.

The session highlighted the nuances of managing **unplanned CEO transitions**. When leadership changes unexpectedly—due to health, misconduct, or resignation—the board is under immediate pressure to respond both internally and externally. Panelists emphasized the need for current, board-reviewed succession plans and internal talent visibility. Decisions must balance speed

with credibility, ensuring the board doesn't appear reactive or unprepared. Communication with the executive team and stakeholders must be handled with consistency and clarity.

The topic of **organizational culture** surfaced frequently during the session. Directors were urged to move beyond generic survey results and engage more directly with how culture actually manifests in daily leadership behaviors. In crisis moments, unresolved tensions among senior leaders, unclear internal communication norms, or conflicting interpretations of corporate values can quickly undermine the board's ability to respond effectively. One director described a scenario where the executive team was split in its understanding of what "culture" meant—a signal that culture had not been operationalized. Boards were encouraged to ask sharper questions: What behaviors are truly rewarded? Where are breakdowns happening between teams? Does the leadership bench reflect the tone the board expects? These are not HR questions—they are board-level concerns with strategic impact.

Another focus area was the **quality and timeliness of information flow** during disruption. Board leaders need access to direct, unfiltered insights from management and functional leads. Panelists warned against over-reliance on polished briefings when quick, candid updates are required. Some boards designate a crisis liaison or point person who ensures relevant information reaches the full board promptly.

The conversation also touched on **how boards manage group dynamics in urgent situations**. Disagreement is inevitable, but effective boards maintain focus through structured processes and mutual respect. Preparation helps here as well—boards that have built strong relationships and clarified their governance roles in advance are better positioned to act as a cohesive unit when the unexpected occurs.

Importantly, panelists stressed that boards must be ready to **communicate clearly with the outside world**. Whether facing a cyber breach, an activist campaign, or executive turnover, stakeholders now expect swift, confident responses. In some cases, board leaders may need to be visible in the messaging—not to replace management, but to affirm oversight and reinforce continuity.

Finally, the discussion underscored the ongoing evolution of board expectations. Governance today involves more than reviewing plans—it requires readiness to lead through disruption. Boards that succeed do so not because they predict every twist, but because they **build the structures, relationships, and trust to respond** when it matters most.

### **KEY TAKEAWAYS:**

- **Preparation Makes the Difference**  
Boards that routinely assess risk, test emergency protocols, and engage in active succession planning are far better equipped for disruption.
- **Unplanned CEO Transitions Require Speed and Coordination**  
Boards should maintain a real-time view of potential successors and know how they'll manage decision-making in an unanticipated leadership change.
- **Culture Must Be Scrutinized, Not Assumed**  
Directors need to go beyond slogans and engage with how culture plays out in executive behavior and cross-functional alignment—especially during crisis.
- **Timely, Unfiltered Information is Critical**  
Boards must have systems to ensure they receive direct, relevant updates during fast-moving events—without delay or excessive polish.
- **Alignment Comes From Structure and Relationships**  
Strong governance practices and trusted board dynamics reduce friction when directors must act quickly and under pressure.
- **Boards Play a Role in External Messaging**  
In some situations, board leaders may need to support or co-lead communications to demonstrate accountability and steady oversight

**MODERATOR:**

Steve Barth, Partner, Foley & Lardner LLP

**SPEAKERS:**

Bruce Crawford, Board Member/C-Suite Advisor

Mojgan Lefebvre, EVP, Chief Technology and Operations Officer, The Travelers Companies

Ellen Zane, CEO Emeritus and Founding Chair, Tufts Medical Center

**PREMIER PARTNER:**

