



# The Board's Role in a Crisis

KEY FINDINGS



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There is no instruction manual for a board facing a crisis, but there is a lot we can learn from others and past events.

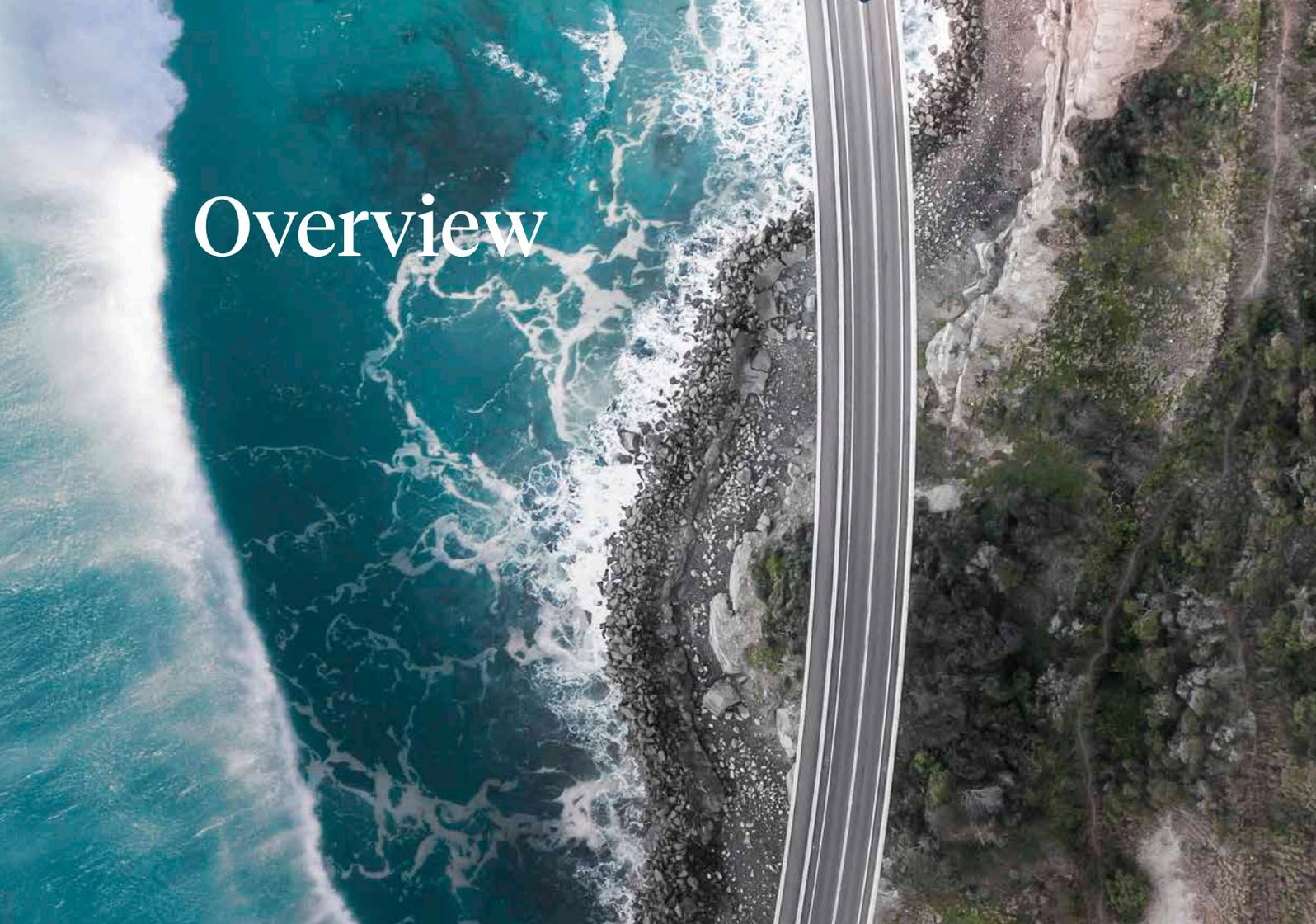
This article outlines key findings from interviews with chairs, board members and chief executives who have experienced major crises over the last 10 years. The crises they have faced span from major natural disasters, reputational crises, market collapse, critical infrastructure failure, terrorist attacks, through to pandemic responses. The interviewees covered sectors as diverse as banking, education, health, electricity, transport, mining, manufacturing, retailing, local government, and scientific research.

Six key themes emerged from this research. Each is summarised below with more detailed insights in the attached links. On most matters there was clear consensus, but there were divergent views on some aspects, particularly the board's role in the early stages of response.

**Erica Seville** and **Richard Ball**

June 2020

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# Overview

## 1. Be prepared

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Everyone now knows about the risks of a pandemic, but that is only one of many realistic and potentially catastrophic risks that organisations face. There will be future crises, and the board needs to ensure their organisation is prepared.

It is not enough to just identify the risks: being prepared means ensuring management have adequately developed and tested risk mitigation and response plans, then trained and practiced using multiple scenarios. Practice exercises and testing are often neglected but are essential for a strong and adaptable response.

For the board, preparation also means understanding and agreeing its own role and expectations. Our case studies revealed divergent views on the board's role in the early stages of response, ranging from a relatively hands-off approach, to working very closely with management and adding as many minds to the crisis response as possible. By agreeing the preferred approach ahead of time the organisation can respond quickly and collectively to a crisis event.

## 2. The early response: coach and guide your team, don't try to play the game for them page 6 >

The board can support management by providing guiderails for the response. It is critical for management and the board to be clear on roles and expectations from the start. Be clear about delegations and boundaries so that management understand when they can proceed at pace and when further consultation with the board is required. The board needs to be kept informed so they are ready and able to provide management with direction or guidance on critical matters. With management initially focused on response, the board can provide perspective and work on framing the post-response strategy and long-term recovery. If the board sees inappropriate responses or gaps, then by all means, raise these with management. The board, however, needs to be careful to avoid taking over, undermining management confidence, or adding unnecessary burden.

## 3. Trust and relationships are critically important page 9 >

Maintaining relationships and building trust and confidence with key stakeholders will have a big influence on the recovery outcomes for your organisation. Words and actions need to align with the organisation's core values and long-term reputation.

Ensure the organisation's communication is proactive, open and frequent, covering staff, customers, suppliers, and critical stakeholders.

Crises can dramatically alter the stakeholder landscape with unanticipated levels of interest, influence and agendas. The board needs to ensure that the organisation is adequately anticipating and responding to these changes.

## 4. Be agile in decision making page 11 >

A crisis requires rapid decision making in an environment of heightened uncertainty and risk. Decision making processes need to reflect these changed circumstances. This includes agreeing on principles to guide board and management decisions, greater delegations, increased reliance on qualitative information, and deliberately seeking and exploring alternative views to test thinking and harness the collective wisdom of the board.

## 5. Prepare for the long haul page 13 >

Crises invariably last longer than initially anticipated and ripple out to have unforeseen ramifications on the business, either directly or through staff, customers or suppliers. The board has an important role in navigating the organisation through recovery by helping senior management to look up and over the horizon, and monitoring organisational health to ensure forward progress is sustainable.

## 6. Amplify health and safety page 15 >

Health and safety risks are usually heightened during a crisis. While people may want to take heroic actions or trade-off health and safety to achieve quick results, the directors' duties and liabilities are not suspended in a crisis. Rather than unwittingly accepting additional risk, extra care needs to be taken in health and safety awareness and decision making to reduce the risk of harm to the staff and public.

# 1. Be prepared

Being prepared enables a stronger response and quicker recovery.

Here are some of the essentials for the board to consider when planning ahead.

## Have a plan

It is not enough to identify the risks. The board should know how the risks are managed, including management's response plan if the risk becomes reality. This includes any changes in roles, responsibilities and delegated authorities between the board and management, along with communication and decision making expectations. When assigning crisis roles, take account of personalities as well as skills and experience.

## Discuss your approach

Our research revealed divergent views on the board's role in the early stages of response. Some board's maintained a very clear delineation between governance and management during crisis, whilst others transitioned to working side-by-side with management, seeing value in having as many minds to the crisis response as possible. In our research, we did not see evidence of any one approach performing better than another. Each approach has its pros and cons and needs to match the circumstances, including the people involved.

Within your board or organisation, there may be different perspectives on the right approach to take. Board's need to discuss and agree the approach for their organisation so they and management can respond quickly and effectively, as a team, when a crisis emerges.

## Practice, practice, practice

People seldom have the time or wherewithal to read the plan in a crisis. And by the time they have read and digested the plan, critical opportunities may have passed. This is especially true in emergency events where a rapid response is required to situations that may have high consequences, be unfamiliar, confusing and disorientating. The board needs to ensure critical responders are trained and resourced to respond when needed. Every crisis is different, but the use of a variety of well-crafted crisis scenarios will enhance organisational resilience regardless of the event. Practice events should be challenging for participants: the purpose is to learn about vulnerabilities and to grow agility and responsiveness, not to prove that the planning is sufficient.

## Challenge and test the plan and review it regularly

When reviewing crisis plans, the board should think broadly about possible disrupters and subsequent consequences. Question whether the resources needed to implement plans are available, particularly those that may be limited or vulnerable during a crisis. Enquire as to what testing and exercises have been conducted or are planned. Seek visibility of the exercise results and how management are implementing changes to address the lessons learnt. Show leadership by also participating in board level scenario exercises of sufficient scale and complexity to challenge and enhance the board's own strategic response, thinking and creativity.

## Identify and grow critical relationships before they are needed

In a crisis it is good to have friends and being able to work well together can make or break the joint response. Identify and work on these relationships before the crisis. At the operational level, different organisations have different cultures, priorities and ways of operating. By practicing in joint exercises, staff can address these issues ahead of time. At the board level, relationship building across organisations can accelerate the level of trust and understanding needed to influence key decisions and aid recovery.

## The special role of the chair

Everyone's workload will increase in a crisis, but the board chair has a special role in leading the board and as a conduit between management, the board and other critical stakeholders. There needs to be capacity to take on this amplified role in a crisis. If the chair's work schedule is full prior to the crisis or spread thinly across multiple organisations, it may be difficult to accommodate the increased responsibilities in a large-scale crisis.

### Words of wisdom from directors

- “Emergency response plans and crisis management plans are so important because what they do is take away all the stuff that you actually don't need to think about. That leaves everybody, like the CE and the board or senior management, time to do the things that aren't in the plan, that they do need to think about.”
- “When the time comes we are a deer in the headlights. So, like a deer in the headlights you need to have practiced a thousand times so you're not going to get hit by a car. If you find yourself suddenly in headlights you need to instinctively know – because you've prepared for this a thousand times – “I need to take three steps to the right.”
- “Unless you run those scenarios, you think you understand the downside of your business, but you don't. Scenarios throw up things that you don't anticipate. They show the weaknesses in your own thinking. If you don't do that, then you're not ready for anything.”

## 2. The early response: coach and guide your team, don't play the game for them

To achieve the best outcomes for their organisation, the board and management may need to find new ways to work together, particularly in the hectic and sometimes confusing early stages of the response.

These are our recommendations to help the organisation find its feet quickly and respond strongly.

### Establish clear roles, responsibilities, and communication expectations

Whether the board stands back or is more heavily involved, confirm roles, responsibilities and communication expectations with management as a matter of priority when the crisis emerges. Discussing plans and roles before a crisis helps immensely, but once a crisis is underway, roles and responsibilities may need to be adapted and confirmed to suit the specific situation.

The agreed arrangements are likely to be different from normal to enable rapid responses and avoid unnecessarily burdening management. These commonly include increased delegations and more agile reporting and decision-making processes. This does not mean the board are letting go of the reins: management may be given greater authority, but the board retains oversight and will, in due course, hold management to account for delegated decisions and actions. As the chair and chief executive usually work closely together, the chair has a critical role in ensuring the rest of the board are kept informed, included in decision making, and work effectively as a team.

### Agree response priorities

A shared understanding of events and agreement on response priorities can enable management to act with confidence. The board need to have a sufficient understanding of the management response

to be able to discuss perceived gaps, risks and opportunities, but do so from a strategic viewpoint, and let management be responsible for operational implementation. As discussed later, the board may also want to establish principles to guide decision making for both the board and management.

### Augment management capacity

There are numerous ways in which the board can augment management capacity. The board has a clear role in maintaining a strategic overview and looking ahead to identify potential influences, opportunities and risks that may have an impact on the organisation's future. This overview includes ensuring the organisation's core values and long-term interests are reflected in the response.

As highlighted earlier, moving beyond this strategic oversight and guidance, towards more operational involvement, is where the divergence emerged among our case studies. Numerous boards actively assisted management with problem solving or shaping responses to challenging issues. This was particularly effective when management utilised the creativity, knowledge and experience of the board, rather than individuals. It was more commonly used in the early stages of crises, when there was a high degree of uncertainty and ambiguity, and contributed to a better understanding of the issues, strengthened internal relationships and enhanced clarity regarding the board's expectations on key aspects of management response. There is some overlap between this and the board's strategic overview and guidance, the key distinction being the level of active engagement with management to shape the response.

During a crisis event, individual board members sometimes took on a management role, provided specialist advice, or mentored a member of the management team. However this can create confusion around responsibilities and authority, or undermine management confidence. The board member effectively becomes a consultant advisor or manager, rather than a board member. This can be confusing for management and the board member alike. Firstly, see if there is someone else (beyond the board) who can fill the role, or if it must be a board member, then discuss and clarify roles and responsibilities for all parties involved.

### The board can help strengthen external relationships and influence key stakeholders

In a crisis, trusted relationships are an asset for any organisation. As well as the organisation's network of stakeholders, board members will have their own personal networks, including access to politicians, other business leaders or key influencers that may impact the organisation's recovery. Utilising these can strengthen relationships and influence external decisions, but it is critical that this is coordinated to avoid the board members and management tripping over each other in their engagement with stakeholders.

### Words of wisdom from directors

“ [The board's] job isn't so much what I do today, tomorrow and by the end of the week. Their job is the luxury that management can't afford at that time – which is to go “What is this going to look like in 6 months, what are the decisions we need to be thinking about now to change the trajectory 6-12-18 months out.”

“ Every crisis I've been involved in needs every bit of brain to the table as quickly as possible – every bit – and that includes the board... In most industries management only know what they know in the industry that they worked in, and often they've never faced the issues they're dealing with, whereas you might have people on your board who have.”

## Express confidence

In a crisis most people will rise to the challenge if they know what is required of them and have the support they need. Accept mistakes will be made and help the organisation's response by expressing confidence in management and staff. If things go wrong, focus on the solution rather than blame.

Changes in senior management mid-crisis can be very disruptive. The best option is usually to support the management team you have in place to deal with the crisis at hand. If management are severely incapacitated or conflicted, or there are grave concerns over the response, the board should carefully consider all options, and be very cautious about taking over operational leadership themselves.

## Look to the future

Every crisis means accelerated change. The board has a strategic role in scanning the wider operating ecosystem for potential opportunities and risks, and working with management to adapt the organisation's strategy and priorities to the modified operating context.

### 3. Trust and relationships are critically important

Relationships based on understanding, trust, confidence, and loyalty will support the immediate response and long-term recovery.

The board has a key role in achieving this through the following actions.

#### As a leader be aware of how your own words and actions promote or undermine relationships

A major crisis generally brings people together. However, stress, anxiety and fatigue can rapidly erode relationships, especially if there are existing or past tensions. Nurture relationships and adjust your responses to bring out the best in others. Take care to be kind, constructive and express confidence, even when you are tired, frustrated or anxious.

#### Identify and engage with key stakeholders that may impact on your organisation's future

In a crisis, the stakeholder ecosystem can change dramatically and the board must work closely with senior management to address the associated risks and opportunities. These changes may involve existing or new stakeholders and include unanticipated crisis responses, or changes in interest, influence and agendas. They may be beneficial for you, or self-serving, even hostile. Ensuring the organisation is adequately anticipating and responding to these changes is part of the board's strategic role.

Ideally critical relationships will have been established before a crisis, but they are seldom as extensive or deep as they need to be. Where new relationships are needed, the time and effort required to create understanding and trust is often grossly under-estimated. Do not delay getting started and, as noted earlier, utilise personal networks if appropriate.

#### Encourage open, proactive and frequent communication

Ensure staff and key stakeholders are kept informed of what is happening and tell them what you need from them. While management generally have a far greater role in communication, the board can set the culture and model the behaviours they expect of others. Open and transparent communication is two-way: no-one should be fearful of contributing ideas or sharing news, good or bad.

During a crisis, management can be overwhelmed and unwilling to communicate as they work to understand the situation. Information gaps are common during a crisis and can be openly acknowledged in communications rather than covered up. In contrast, information vacuums due to a lack of communication tend to be filled with ill-informed opinions and speculation. The board has a role in ensuring communication expectations are met, even if there is great uncertainty.

#### Listen and seek a variety of perspectives

Do not rely solely on updates from management to inform your thinking. Enhance your understanding and corroborate information with other sources. Talk to people and observe what is happening, both within the organisation and externally. Finding ways to be visible and present for staff is a good way of demonstrating your collective commitment and support. In doing this, take care not to undermine management or get in the way of the response: the purpose is to inform yourself, understand all perspectives and express support, not to instruct staff, take over the response, or add to the staff's burden.

### Words of wisdom from directors

- “ I think most of the truths exist at the boundaries, where the organisation runs up against its suppliers and its customers, its regulators and financiers. ”
- “ If something is going off track you’ve got to be really careful not to undermine. If you erode confidence, that can be quite catastrophic. How might you step alongside, even someone that’s failing, working with, as opposed to taking over? The signals you send can be quite profound to the organisation and other stakeholders. ”
- “ Leaders often think they’ve got to come up with answers or solutions but that’s not always what people want. People are wanting trust and confidence, and part of trust and confidence is sometimes engaging communities or workforces, and saying we’ve got a big problem. It often feels uncomfortable for boards or leaders to do that, and yet across all the different issues that we’ve had, it is the one thing that has mitigated our risk more than anything else. It’s not sugar-coating it, but also not overstating it, just being real. ”
- “ Without relationships in place, a disaster turns into real disaster... parties need to know how to play together, understand the different roles, connections and collaborations that need to be there. If that foundation is not there, it doesn’t matter how much an individual organisation thinks it’s prepared, it’s not. ”
- “ As with many of these things, politics, culture and relationships always have a bigger role to play than you anticipate. Having strengths and strong linkages in all of those, that you have cultivated over a period of time, will bring rewards in your difficult times. ”

## 4. Be agile in decision making

A crisis requires rapid decision making in an environment of heightened uncertainty and risk. Decision making processes need to reflect these changed circumstances.

Some key insights are outlined below.

### A principled approach

As a board, take the time to discuss and agree principles that will guide your decision making. What are the long-term outcomes you want to achieve and how can these be translated into principles to guide your decision making? What is the legacy you want to emerge from your organisation's response and recovery? These principles can be used to convey the board's strategic intent and guide decisions at all levels of the organisation.

### Implement more agile decision making and communication processes

In a crisis, normal board meetings are too slow and place a potentially heavy administrative burden on management. Frequently during a crisis, the chair or a committee of the board will act as a conduit for communication between management and the full board. With regular informal briefings the chair or committee then take responsibility for communication with rest of the board. The chair has a critical role in this: he or she must decide when their guidance to management is sufficient, versus requiring wider socialisation with the board or calling the board together for a formal decision.

### Value and harness the collective wisdom of the board

In a board, wisdom comes from the collective input of the group. Under the heightened time pressures of a crisis, the chair has an important role in ensuring that all board members are brought on the journey and work as a team. The initial fast-paced response will transition into a long and slow recovery, and a board with information or power disparities, or one that has limited engagement from some of its members, will not be in the best position to make those all-important recovery decisions.

### Be intentional about seeking different perspectives

Crisis events can move rapidly, requiring decisions to be made with limited information and implemented quickly. The decision context is often unfamiliar, quantitative evaluation is usually limited and decision making relies more heavily on qualitative assessments. In these circumstances it is more important than ever to encourage constructive challenges, test assumptions, explore alternative views, and use intellectual creativity to make good choices. Use decision making tactics that draw out different perspectives, such as creating for and against teams to test decisions. The chair needs to ensure it is safe to express dissenting views: encourage them and actively explore them, rather than dismissing them. For board members, silence is acquiescence.

### Words of wisdom from directors

- “ It is terribly important that you generate quality options. Because things are urgent, you are in a hurry and you are needing to put a fire out, sometimes you just see the obvious response options. But by forcing yourself to take the time to produce quality options, you can often come up with something that you wouldn't otherwise have thought of. ”
- “ A board's intellect, unlike an executive's, is collective, the product of collective thinking. [It] comes from discussion, listening to people, encouraging people to have their own thoughts, debate where there can be a contest of ideas, and then decision making on it. Boards work best when that happens. ”
- “ The great advantage of boards in this [COVID-19] environment is that we're seeing impacts across different sectors. Astonishingly, it's just not that common that companies cross-sectorally engage or learn from each other, and it's the directors that are now bringing that learning to the table. ”
- “ On all my boards we're doing 3, 6, 9, 12 month scenarios to find the go - no go points of critical decisions. Scenarios are useful because they force you to think about your real options, rather than make knee jerk decisions. ”
- “ My experience says if you do the right things during a crisis, and you are ready and planning for recovery whenever it comes, that the flywheel effect of being ready early gives you competitive advantage. ”

### Hunt out the silver lining

Crisis means change and things will not return to the way they were. There may be new external opportunities, such as new commercial ventures, or internal opportunities, such as addressing pre-existing issues within the business. Use the intellect and experience of the board to look for and investigate opportunities as part of the path towards recovery. Do this purposefully and creatively, dedicate time to it, away from reactive crisis responses.

## 5. Prepare for the long haul

Crises almost always take longer to resolve than we initially anticipate.

The impacts ripple out and events unfold in unanticipated ways, adding uncertainty and change to our lives for months or years. These are our tips for the board in dealing with the long haul.

### Fly the plane

More than one plane has crashed because the pilots have been engrossed in solving a problem, rather than flying the plane. The same applies for a business in a crisis. For the board, ensure that the business essentials are being managed, rather than everyone piling into crisis response. Whether the response involves management creating a separate crisis team or melding response with existing responsibilities, ensure someone is still running the business. Most critically, do not run out of cash: it is akin to the plane running out of fuel.

### Plan for uncertainty

Crises create deep uncertainty, particularly when they are driven by national or global factors beyond your control. As governments, businesses and individuals respond, the environment in which you operate will continue to evolve and you will need to adapt your strategy accordingly. Map out multiple scenarios and test your planning against them. Identify key trigger points or thresholds at which you need to make decisions or adjust your approach. Avoid options that lock you into a single future scenario.

### Choose your priorities

Crises can generate a huge amount of additional work. It is easy to get immersed in responding to the rapidly evolving events, without stepping back to look at the big picture and consciously deciding priorities, and what requires a response. The board needs to show leadership and help management to stand back, think strategically and creatively.

### Look after yourself and your team

In long duration crises, there is a high risk of burnout due to increased workloads and juggling family or other commitments. Ensure everyone, including yourself, senior managers and fellow board members, are supported and take time off if needed. Find things that restore your own energy. For some, engaging with board members and chairs from other organisations is motivating and provides fresh ideas. Others may need to get away, spending time with family, friends or alone.

## Do the right thing

Taking a long-term approach to decision making will set up your organisation for the future. From day one, be aware of how your organisation's response will be perceived by stakeholders, including staff, customers, and suppliers. People want to feel valued and respected and will remember if they were treated poorly. When bad news needs to be conveyed, ensure communications are open, honest and compassionate towards those affected.

## Expect changes in the team

Over time many of the team will move on to other things – be prepared for this. Responding and recovering from crisis events is hard work and some leaders will want to take time to rest, recuperate and re-assess their priorities after months or years of high stress. For others, the crisis may be an energising journey of self-discovery and growth. They may have found they are capable of more than they thought and seek greater challenges than the new normal provides. Either way, expect change in key personnel and plan accordingly.

### Words of wisdom from directors

“There's an intensity of work that blows up on you. So, if you're a director and your dance card is full of business as usual directorships and a crisis happens, you're in trouble.”

“Often people think of disasters as an event and they're generally not. Very seldom is a crisis dealt with within a few days... There's not enough attention given to understanding that disasters are not events - they have a significant people dynamic and a long, long tail.”

## 6. Amplify health and safety

With heightened risks in a crisis, extra precautions are required to manage the risk of harm and ensure directors' and managers' duties of care are fulfilled. Health and safety implementation may be delivered through management, but the risks involved require special focus and scrutiny by the board.

### Be alert

A crisis creates a sense of urgency that can lead to a temptation to side-step health and safety precautions in order to accelerate response. This exposes everyone – workers, the public, management and directors – to additional risk of various forms. In a heightened risk environment, increased controls and oversight are appropriate to emphasise health and safety awareness and ensure risk decisions are robust and made at the appropriate level within the organisation.

### Make your staff aware of the risk and seek their input to decisions

Engagement with staff must emphasise the importance of health and safety. Outline your expectations and seek their input to decisions that affect them. Staff may provide ideas for safe workarounds or add visibility to additional risks or unsafe practices. If additional risk is unavoidable and it is possible for staff to choose whether they work or not, then let them decide for themselves. This will not remove a director's or manager's duty of care but may reduce stress on workers unwilling to put themselves at risk.

### Take whatever action you reasonably can to minimise the risk

A crisis, by definition, is not normal. New risks will be present in a crisis and require health and safety responses beyond those normally in place. Ensure appropriate measures are identified and implemented: there may be resistance to the changes required, even from those they are designed to protect. Promote

a culture where workers are encouraged to raise concerns.

At times, crises may create quandaries where it seems every available response option presents a higher level of risk than feels acceptable. This situation can particularly arise for essential service organisations, where there is pressure to restore or continue operations because disruptions may result in harm to the wider community. In these situations, decision making needs to be even more robust to ensure risks are reasonable, that options have been sufficiently explored, and all practical steps are taken to reduce potential harm.

### Make it your decision

Sometimes tough decisions will need to be made. Get advice from experts where necessary but understand that it is your decision, not theirs. There may be factors beyond the expert's field of expertise that you need to consider, such as the wider impact of discontinuing your service. Think creatively and utilise the collective wisdom of the board and management.

Consider getting external advice on how to make such decisions, from ethicists for example. They will not make the decision for you but can provide reassurance regarding your decision-making process when there are high stakes and no easy choice.

### Document your decision and the reasons for it

It will be easy to judge whether you made the right decision with the benefit of hindsight, so document your decisions to highlight the choices and information you had available at the time.

## 7. Acknowledgements

This research was undertaken by **Erica Seville** and **Richard Ball** of Resilient Organisations. It was funded by QuakeCoRE and supported by the New Zealand Institute of Directors.



Resilient Organisations' researchers are leading this project. Resilient Organisations Ltd is a research and consulting group passionate about building future fit organisations ready to adapt and thrive in any environment. The Resilient Organisations team are world leading resilience experts, who have worked in resilience enhancement for 14 years. They are the experts in translating cutting-edge research into practical real world advice for organisations, communities, and businesses of all sizes.

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This project is funded by QuakeCoRE, which is a Tertiary Education Commission funded Centre of Research Excellence focused on transforming the earthquake resilience of communities and societies. QuakeCoRE does this through innovative world-class research, human capability development, and deep national and international collaborations. QuakeCoRE's vision is of an earthquake-resilient Aotearoa New Zealand where thriving communities have the capacity to recover rapidly after major earthquakes through mitigation and pre-disaster preparation informed by internationally-leading research excellence.

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We wish to thank the following individuals for generously giving their time and insights for this research.

**Jenn Bestwick**

**Roger Sutton**

**Samantha Sharif**

**Lawrence Yule**

**Dame Margaret Bazley**

**Dave Marriott**

**Don Elder**

**Rod Carr**

**David Meates**

**Nicki Crauford**

**Ann Sherry**

**Michael Smith**



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Kia kaha, kia māia, kia manawanui.  
Kia kotahi te hoe a tō tatau waka.

Be strong. Be brave. Be stout of heart.  
Let us paddle our waka as one.

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