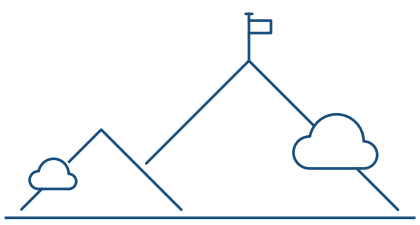
BoardEffect

Governance Considerations for Virtual Board Meetings

What your organization is allowed to do during a virtual board meeting – or indeed, whether you're allowed to hold a virtual board meeting at all – depends on the type of organization, state of incorporation, and your bylaws; definitely consult your attorney. However, the guidance provided by your state and bylaws may not be specific enough, and there are still a number of critical governance considerations to outline prior to holding your meeting.

STEP 1



MAKE TIME FOR A "MISSION MOMENT"

At the start of every meeting, hold a "mission moment," where board members share something they experienced since the last meeting which reconnected them to your organization's mission. For example, you might discuss how women handled the 1918 flu outbreak and quarantine, and how that crisis compares to the current one. Many directors are juggling multiple roles in their lives – navigating between their professional occupation and likely other duties as a parent, at-home teacher and chef, and of course, board member. Taking a moment to acknowledge what we're all living through can offer the group some much-needed support through camaraderie.

STEP 2

ESTABLISHING QUORUM, AND HANDLING "CLOSED SESSION"

Web-conferencing makes this fairly easy by listing the names of most of the attendees. However, if a director dials in without joining online, you might not have a name identified with the caller, who might appear only as "Caller_1" in the Attendees list. A remedy for this would be doing a formal role call at the start of the meeting, and having the "Entry/Exit Chimes" feature enabled so you can track when and if anyone joins or leaves the meeting for the sake of holding a closed session.

STEP 3

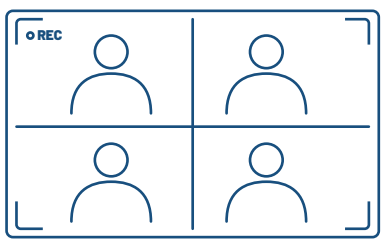
HOW TO HANDLE MOTIONS, DISCUSSION AND VOTING

One approach is for directors to state their names when making or seconding a motion, then the Chair will call for discussion. Though it may be tempting to move right along to the vote, and because there is often a little lag-time in virtual meetings, it is extremely important to pause and allow a full ten-to-fifteen seconds of silence for discussion before calling for the vote. Then the Board Secretary can take a formal role call for each vote to capture the "yeas," "nays," and "abstains," individually in the minutes.

STEP 4

RECORDING VS. MINUTE-TAKING

One consideration every board should have is whether or not to record the virtual meeting. Web-conferencing systems make recording a session extremely easy – you simply hit "record" to capture both the video feed and audio. Some systems will even create an automated transcript, which is handy for the minutes. That said, you should absolutely consult your attorney on all these decisions as every recording and transcript would be considered part of the board's records, and therefore discoverable later on. You may also choose not to record your meeting, and opt instead to take minutes. To make this more manageable logistically, the Board Secretary might work with two devices – an iPad or mobile phone to participate in the audio/video for the meeting, and a computer or laptop to take the minutes.



Keeping focus on the mission of the organization makes online meetings simply the means to an end. It is easy to become focused on, and even self-conscious of, the mechanics. Regardless of what type of organization you work or serve on the board for – from nonprofit to local government to school boards and private companies – working through these challenges is key to continuing the process of governance.

For more information & resources visit
www.boardeffect.com

Disclaimer: To ensure compliance with national, state, or local legal statutes, readers should seek the advice of legal counsel regarding the permissibility of holding remote board meetings in their areas prior to employing the guidelines below.

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Holding Remote Board Meetings During a Crisis:

Best Practices for Mission-Driven Organizations

A crisis event that prevents governing bodies from holding live meetings can significantly impact governance continuity. As a company firmly committed to modern governance, we understand the substantial disruption that such challenges can present. To help governance leaders navigate through the uncharted waters presented by the COVID-19 pandemic, we wanted to provide some general guidelines for disseminating information and holding remote meetings during a crisis:

1. Develop standards and protocols, ensuring that phones are silenced, and background noise is minimized. Have board members practice proper meeting etiquette to avoid talking over one another, allowing the board chair or moderator to recognize speakers and allot speaking time in a manner similar to protocols in an in-person meeting setting.

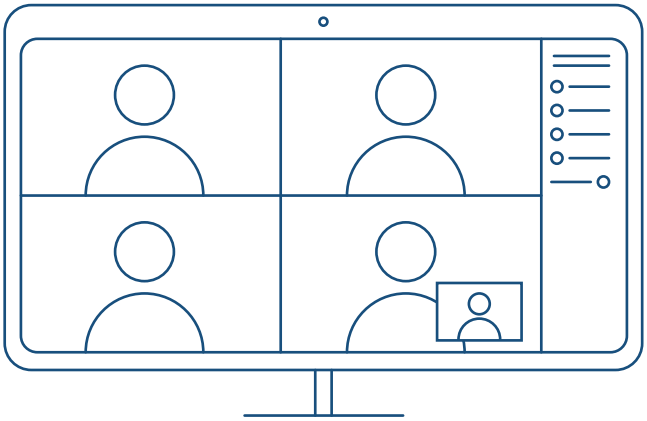
2. Prepare the computing devices well in advance, ensuring that they have proper connectivity and that all software and security updates have been run prior to the meeting. Verify that device batteries are functioning properly and that participants have power cords and working headsets, as well as any other components necessary to ensure smooth and reliable device operation.

3. Designate a person to host the meeting and manage the sharing of a computer screen during the session.

4. Determine what you will want to show during the meeting and have it available on the host computer for display through the web conferencing software.

5. Verify that board members can make use of devices equipped with cameras during the meeting, and then ensure that the cameras are turned on. Coach board members to make sure that their chosen meeting space is as presentable as possible since the background will be on camera.

6. Meet with board members prior to the board meeting to verify their Internet capacity. Also, take time to assess their comfort level with joining a meeting, enabling their audio, and turning on their cameras. Provide documentation to assist them in utilizing the technology as appropriate. Remind them of proper protocol related to avoiding the use of chat capabilities in the web conferencing software during a live meeting. Instruct them to close all unnecessary software during the meeting to maximize bandwidth and keep distracting notifications from displaying.



7. Record the stream or use the web conferencing software's recording capability to record the meeting, ensuring that the video is saved locally after the meeting has ended so that it can posted on hosting services like YouTube or Vimeo and synchronized with the BoardEffect meeting agenda.

In summary, successful remote meetings are entirely possible with proper preparation and practice. We hope that these guidelines are useful as you consider your options for maintaining continuity during the COVID-19 crisis. As a cloud-based service, BoardEffect provides the tools necessary to host your meeting calendar, meeting books and meeting materials, library documents, surveys, for easy consumption by your board members.

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Building a Crisis Communications and Social Media Response Plan

A good communications plan will help protect your organization's reputation during and after a crisis. This requires your leadership team to select a point person that will be responsible for gathering facts, another for writing press releases, and choosing someone to be the spokesperson. Below we've outlined a few key ways to ensure a strong communication and social media response plan for your organization:

1 DEVELOP A POLICY FOR PUBLIC STATEMENTS

Your CEO, board chair, public relations chair, or general counsel are all good choices for your chosen official spokesperson. Responding during times of crisis requires sensitivity, possible confidentiality, and typically grace and finesse. Develop a policy that states any steps, such as various approvals that need to be taken, before the spokesperson can release a public statement. BoardEffect's board portal platform is an extremely helpful tool for keeping communications confidential and storing crisis policies.

2 BE PROACTIVE ABOUT LEVERAGING SOCIAL MEDIA

Be aware that news of the event will likely be released through social media before anywhere else. Assign one individual for managing and monitoring all social media outlets. This person's duties will include responding to rumors and inaccuracies with facts and updates. A quick response to questions, comments, and negative remarks will help to demonstrate that you're taking a proactive approach, which will in turn help to protect your reputation. Social media, when managed appropriately, can help boost your reputation by building trust and credibility.

3 COMMUNICATE TO THE PUBLIC THOROUGHLY AND FREQUENTLY

It's never too soon to respond publicly to a crisis even if you don't have anything specific to report. Often, the public merely wants assurance that you are aware of the problem and that you're actively working on it according to the information available. Express your concern in all communications while being truthful and assure everyone that you're doing your best to get the facts. This isn't the time for speculation or conjecture. This is the time to rely on all those communication templates that you assembled as part of your crisis plan.

No one looks forward to having to deal with a crisis. Since the possibility of a crisis is always looming, it's best to have a crisis management plan waiting in the wings and ready to go in the event that one does occur. Having a solid plan will help to eliminate mistakes, allow you to proceed with confidence, and ultimately protect the reputation of your nonprofit organization.

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