



Virtual Meeting Attendance: Not Present But Still Here

In an ideal board meeting, all members are present and engaged in a structured and vigorous debate of the issues on the agenda.

The chair leads the discussion, fine-tuned to the overall mood of the board, and ensures everyone's participation. During planned breaks, chatter fills the boardroom, and when the meeting is over, some members hurry out with their carry-ons in tow while others linger to talk to the chief executive and their board colleagues.

In reality, few board meetings are that perfect. For example, at times, even the most committed members are not able to attend every meeting. This is unfortunate because not only do they miss the meeting but the rest of the board misses their contribution.

There is an option, however – meeting via tele- and videoconference. Telecommuting staff are accustomed to meeting this way. Why can't board members do the same? "Virtual attendance" can accommodate individual board member's needs, save time and money, and, under some circumstances, be an effective alternative to physical attendance.

In this paper, we look at the benefits and challenges of virtual meeting attendance and give practical tips to make it a viable option for most boards. Because board meetings conducted via the Internet are bound by the same laws as in-person meetings – rarely allowing electronic voting – we do not include board decision making via e-mail as a recommended virtual meeting procedure in this paper.

- **Teleconference:** An arranged phone call between more than two parties
- **Videoconference:** Interactive, audiovisual communication among three or more people at two or more sites

Occasional virtual attendance

It is a good practice to set the board meeting schedule at least a year ahead to allow individual board members time to mark their calendars and plan the rest of their activities around these dates. Often, however, the unexpected happens, and, for any of a million reasons, a board member is not able to travel to the meeting location. Perhaps he unexpectedly needs to be present in his office that same day, inclement weather prevents his plane from taking off, or he is recuperating from surgery and not yet able to travel. His desire to attend the meeting is undiminished, but his physical presence is impossible.

It makes sense for that board member to participate via conference call or a video system. It also makes sense for the board to accommodate these unpredictable situations rather than totally miss the member's contributions and presence. Therefore, most boards now allow occasional, virtual attendance and state, in their bylaws, that such attendance constitutes "presence" for the purpose of a quorum. Yet some boards are taking this concept further, convening virtual meetings, whereby few or no board members are in the same room. Virtual attendance evolves from one board member's occasional telephonic participation into full-blown virtual meetings by telephone or videoconference.

Virtual attendance, real meetings

Restructuring board meetings to include virtual attendance options can benefit all involved, but the board and chief executive should first identify the consequences — both the desired and undesired consequences. Rather than just letting virtual attendance happen, put the issue on a meeting agenda, have a committee or a task force do initial research, and discuss the legal, technical, and practical implications. The board that has identified both the pros and cons of virtual attendance will be better positioned to leverage the positives and ameliorate the negatives.

Reaping the benefits of not being there

A strategic use of virtual attendance can be advantageous for the board, individual board members, and the organization. Members of national and international boards in particular reap benefits as they avoid exorbitant travel expenses and save time. In addition, they are less likely to suffer from burnout if they have not expended their energy traveling for many hours to attend meetings. Virtual attendance also relieves members with an insurmountable obstacle to physical attendance of any feelings of guilt or isolation. And, for some busy board member candidates, virtual attendance may be viewed as an incentive. They may be more likely to commit to board service if constant travel is not involved.

Meeting flexibility may help some boards reach quorum more easily because board members have fewer excuses to not join a meeting. Efficient virtual meetings also tend to lead to faster decision making. When board members are not physically present, peer-to-peer distractions are minimized and long speeches are not well tolerated. Virtual meetings actually lend themselves best to solving immediate problems — as long as the board does not abdicate its fiduciary duties in favor of quick meetings or trying to pass a motion that is not yet properly vetted. And finally, all green-conscious board members and staff are delighted as they help diminish their own carbon footprints.

The challenges of virtual attendance

Understanding the caveats of virtual attendance allows the meeting organizers and participants to avoid major challenges — or at least be better prepared for them. The chair often bears the biggest brunt of the challenges. In “physical” meetings, a skillful chair studies board members’ body language and facial expressions and is able to react immediately to the mood of the room. Leading a complex discussion and debate without being in the same room with the participants can be difficult.

Teleconference meetings may not be the best option for some issues or for certain types of boards. Large boards may find it cumbersome to involve each member fully in all discussions, and, because raising hands is not possible, counting votes takes time. Overall, there may be an expectation to shorten the meeting time — it is difficult to incorporate breaks and social interaction — but some processes may actually require extra time to accommodate a large number of participants.

Virtual board meetings demand a great deal of trust among board members – particularly during executive sessions and when highly sensitive issues are being discussed. Because it is not possible to verify whether outsiders are in the meeting participants' rooms, everyone must be able to assume that only those who announce themselves as present are able to follow the proceedings.

When complicated and multi-faceted issues are on the board's agenda, a virtual meeting may not be the best venue to discuss them. Small-group discussions, reliance on various visuals, ability to read body language, and "cooling off" breaks are all easier in face-to-face meetings. Virtual attendance works best when the board is conducting a standard, pre-scheduled meeting with no controversial motions in line, focusing on one single issue (e.g., reviewing a budget proposal), or handling an urgent matter that needs the board's approval (e.g., a real estate opportunity.)

Teleconferencing

When board members are not physically present, the chair is required to interpret silences: Do the members have nothing more to add to the discussion or are they distracted? It takes a special effort to involve everyone in the discussion when there is no eye contact. The chair may need to ask each participant, one after another, to comment on an issue to ensure that the quiet ones weigh in. This is particularly time consuming and troublesome with large boards.

The person responsible for writing minutes has a tough task keeping comments straight and matching voices with individuals. Accents create a special difficulty.

Some people are not comfortable carrying on business without seeing the faces of the individuals to whom they are talking. Others find it difficult to get a word in edgewise without interrupting. It also is necessary to choose one's words carefully – they are the only method of expressing meaning.

Board members have said it can be hard to follow a complicated presentation without visual incentives. And during lengthy discussions, it can be tempting to put the phone on mute, tune out, and handle private tasks, such as reading, texting, or sending e-mails.

Videoconferencing

Videoconferencing requires participants to feel at ease in front of a camera, avoid fast movements, and pay attention to their attire by staying away from bold patterns and busy backgrounds. (Attending a board meeting in pajamas is not the option it might be for a teleconference!) While videoconferencing should allow for better interaction among members than teleconferencing, due to the camera's ability to allow members to see each other, the technology may disappoint you. Without the most sophisticated systems, you may experience a somewhat blurry transfer of image or less-than-perfect synchronization of sound and image. That said, communication is facilitated a great deal when participants can see each other's body language and react to nonverbal signs.

Despite some technical challenges, videoconferences, or a hybrid of teleconference and webinar, may provide the best solution when numerous visuals are necessary to explain the issue under discussion. Visual access to documents or other props makes it easier to get everyone on the same page.

Rely on technology

It is up to the chief executive to ensure that the board is properly equipped to carry on a technically uninterrupted tele- or videoconference. Just as the staff organizes normal board meetings, it also should provide the tools and setting for bringing the board together via a phone or video system. The chief executive and staff should take the following steps to ensure successful tele- or videoconferencing.

- Engage a conference calling service for the organization. Find a cost-effective system that allows the organization to set up a teleconference free of charge (long-distance charges may apply) or to use a toll-free, dial-in number. If you do not provide your board members with a toll-free, dial-in number, make sure they are aware of any possible charges. If the organization uses videoconferencing, determine whether a Skype-type system is adequate or whether you need a more sophisticated, multiscreen system.
- Send the dial-in number and the passcode (if one is needed) to all participants.
- Discourage the use of cell phones; they may cause static.
- If possible, the chief executive and the chair should sit together in the same office during the call. This allows you to communicate easily with each other during the meeting — as you do in the boardroom. Allow other board members to join you. Not everybody is comfortable in conference call meetings; it may be easier for some

members to comment on issues when they sit next to someone and have eye contact.

- Understand how different technologies affect your delivery system. Supplement your virtual meetings by e-mails and/or portals, particularly if you refer to visuals and want all participants to look at the same document.
- If possible, arrange the use of a headset and microphone to keep your hands free, but also, to block off sounds from the system. Board members in their own locations should use the mute option to eliminate potential noises at their end.
- If possible, transcript your communication or, if everyone is in agreement, record or tape the conversation to facilitate minute taking. Have a policy on what to do with the transcript or recording after the meeting.
- As you get more comfortable with the basic system, start investigating how to incorporate a Web presentation to your virtual meeting.

How to get the best out of virtual attendance

As mentioned above, the chair probably feels the impact of virtual attendance the most. The dynamics between board members change when they are not sitting in the same room. There is less interaction, fewer back-and-forth comments. Therefore, the chair must demonstrate exceptionally strong meeting facilitation skills. She must feel comfortable engaging others without reading their body language and be ready to react to technical challenges. The meeting must be more structured and process-oriented.

A virtual meeting forces board members to change expectations, alter habits, and modify processes. That's a lot to demand of them. If used regularly – for example, converting one meeting per year into a virtual meeting – the obstacles can be ironed out with practice. Prepare board members well ahead of time, and learn the tricks of technology.

Remember that the purpose of the board meeting will not change, but a new “delivery” method needs new operating guidelines. Generally, virtual meetings work better with a simplified agenda. It is easier to follow a phone conversation if it focuses on a limited number of issues. Virtual meetings, therefore, tend to be shorter than traditional boardroom meetings. However, board members are still expected to come to meetings prepared and on time and to follow up.

The following tips and suggestions will help you get the best out of virtual attendance:

Be prepared

- Before launching, discuss board members' prior experiences with virtual meetings and learn from them.
- Test the conference call or the video hook-up with staff and make sure communication works between different sites. Don't skimp on the quality of your system: If communication is cumbersome and impractical, it is not worth the effort. Knowing what to expect is a way to win over those who are reticent about the change.
- Have a contingency plan for technological failures.
- Give board members all the supporting materials before the meeting. If possible, share presentations via e-mail or post documents on your board portal. Do all this well ahead of time; you may have board members who are traveling and who may not have access to their computers.
- Advise everyone to "arrive" a few minutes before the meeting is scheduled to start. This stresses the need to be efficient and creates fewer interruptions as the meeting starts.
- When scheduling the meeting, be conscious of time zones if you have board members located across the country or overseas. To minimize mistakes, state the time of the meeting in one, and only one, time zone, and specify which one it is, for example: 3:00 PM Eastern Standard Time or 11:00 AM Central Daylight Time.

Process

- Explain the process and format ahead of time. Be explicit. Don't make assumptions about the process and every member's comfort with it. Don't improvise as precedent often creates expectations for future behavior.
- Before starting the meeting, verify that everyone is able to hear and/or see properly.
- Establish a quorum as the first agenda item upon opening the meeting. Check by name who is present. Keep a list of board members in front of you, in whatever order that makes it easier to remember everyone. Keep their phone numbers handy in case of a glitch.

Decorum for participants

- Call in from a specific, quiet location. Do not multitask. Give your full attention to the meeting.
- Announce your presence when you join the call.
- Don't eat "noisy" or messy foods or rattle the wrappings. This also goes for paper shuffling or other noises in the background.
- If there is no video contact, start a comment by saying your name. Not everyone may recognize your voice. This practice also facilitates the work of the person who is taking minutes.

Addressing conflicts of interest

Every board must find a way to manage conflicts of interest, which are inevitable and part of every board's life. Normally, when a board member has a conflict of interest vis-à-vis an issue being discussed, he recuses himself, leaves the boardroom during deliberation, and does not participate in voting. During a virtual conference, conflicts of interest tend to become more complicated. Every member who is aware that the agenda includes items that create a conflict of interest or issues that have the potential to create a conflict of interest should declare that information ahead of time. Depending on the issue, the chair then may ask a member to hang up or disconnect during the deliberation and vote and rejoin the meeting later, or if appropriate, stay online but not participate in discussion or voting.

Executive sessions

If the board needs to go in an executive session without the chief executive, it is helpful for the chief executive to know this in advance of the meeting. Someone other than the chief executive can then convene the call. This allows the chief executive to hang up without disconnecting the entire board. When a participant needs to step aside temporarily – because of an executive session or a conflict of interest – it is good to agree on a process for him or her to return. For example, a board member could send an e-mail or text message to the excused participant indicating that the confidential segment is over and she is welcome to rejoin the meeting by dialing back in.

Going all virtual

No matter their benefits, virtual meetings result in a loss of human interaction and cohesion. They should not replace face-to-face meetings but rather complement them. It is difficult for board members to operate as a team and to build and solidify their relationships from a distance. Addressing tough issues is easier when you know the modus operandi of your colleagues. New board members find this particularly true. If the board is to act as a group – a governing body – its members need to get to know each other and bond in one way or another for the common cause.

Check out the law

While the federal law does not generally get involved in the internal structural affairs of an organization, state laws define limitations to nonprofit board meetings. Pay attention to the following issues:

- Know the legal status of your organization (corporation rather than a trust or an unincorporated association) so you can check whether the law applies to your organization.
- Remember that where your nonprofit is incorporated, not where your office is located, determines which laws apply to your organization.
- First check whether the law has a ruling on the issue of virtual attendance. There may be no clauses that address the issue. Determine if the law gives a green light to virtual board meetings or only to some form of teleconferencing.
- Most states require that board members must be able to “hear” one another simultaneously and follow the action taking place. An online Web-conference meeting does not meet this requirement.
- A few states (e.g., California and Illinois) allow boards to meet in any manner where board members can “communicate” with one another. In these states, online meetings with or without audio facilities meet the test. Pay attention to whether the clause says “communicate” or “hear.” The ultimate purpose is to provide a reasonable opportunity for everyone to participate in the meeting.
- Remember to amend your bylaws if you decide to allow virtual meetings. Do not simply use them without explicit permit in your governing document. Please, see the sample bylaws statement.
- Check with your legal counsel to ensure that in practice you do not contradict your bylaws or other governing documents. Verify that all details have been checked, including restrictions and liabilities.

- If your organization must follow your state's sunshine or open meeting laws, it is likely that teleconferences are not an option for your board — unless you publish the dial-in phone number and enable any constituent to call in and listen to the proceedings. If your meeting is transmitted directly on a local television channel, you may meet the sunshine law requirement; be sure to check the law carefully.

Sample technology bylaws clause

Any or all directors may participate in a meeting of the board of directors, or a committee of the board, by means of a telephone or video conference or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence at the meeting.

A purposeful tool

Tele- and videoconferences offer flexibility to board meetings. They allow individual board members to participate when they otherwise would not be able to attend a meeting. They permit a committed board to save time, money, and effort. And they are excellent tools for most committee meetings.

Ultimately, technology is a tool. It won't improve a board that is poorly engaged, unmotivated, or full of controversy. Virtual meetings can't fix quorum problems or suddenly pull shy members out of their shells. They don't build camaraderie or cohesion. But they do serve a purpose in today's world. They are a testimony of a board's ability to seek new ways to accomplish its important governance tasks in a more efficient, flexible manner.

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