

ELLEN HIRZY



VIRTUAL MEETINGS UNTANGLED

PLANNING. FACILITATING.
ENGAGING BOARD MEMBERS.

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BoardSource

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FOREWORD

Baseball and board service are a big part of my life. Several years ago on the night of Major League Baseball's All-Star game, I found myself in Chicago for work. It had been a fairly busy day of travel, trainings, and meetings. What I wanted most when the business day closed was to go back to my hotel, grab dinner, and watch the Midsummer Classic. But the board I serve on was meeting that evening and my plans would have to be put on hold...or would they? I could easily order room service, turn on and mute the TV, and listen to the meeting via the online conference room that our organization uses. I could easily keep one ear on the meeting and two eyes on the game, right?

Wrong! Board members should treat each and every board meeting with the same respect: Be prepared, be engaged, and stay in the moment. And yet, I know from experience that many board members don't give virtual meetings the same amount of preparation time and attention that they give in-person meetings. Why is this? Because they've come to expect less-than-robust conversations in a virtual meeting, and this is due to a number of factors, such as some members' discomfort with the technology, to a lack of the special skills required to facilitate a virtual meeting, and an inability to see and thus interpret their colleagues' mannerisms. They go into the meeting with low expectations from both themselves and their fellow board members, and, as a result, they often let themselves become distracted. They — we — forget that board meetings are of vital importance to our organizations. As a member of a body that is beholden to the public's trust, it is our legal duty to give every board meeting our full attention and best effort — no matter where we may be sitting and how we may be participating.

There are good reasons why many boards have already incorporated virtual meetings into their board meeting calendars and why BoardSource expects this trend to continue indefinitely. Let's face it: We live in a world where virtual meetings are simply going to become an everyday occurrence, if they aren't already. So, it's time that we stop accepting the status quo, and we start trying to figure out how to get the most out of our virtual time together, remembering that having a great meeting means getting the best out of all meeting participants.

If you haven't seen the [YouTube video](#) where they re-enact what a virtual meeting could look like in real life, I encourage you to take a look. There is a barking dog, confusion about who is speaking, and a lack of clarity about when a person is or isn't on the call. It's entertaining, and a useful tool worth sharing with your board. It doesn't get to the heart of the matter, however, and provide the guidance you need to either facilitate or participate in meaningful and results-oriented virtual board meetings. This book does.

In case you are wondering, I didn't watch the baseball game that night, although I certainly was tempted to do so. For other board members, it might be e-mail, an online game, or even folding laundry that 'calls their name.' But we should never lose sight of the fact that we have a legal as well as an ethical responsibility to be in the moment, to pay close attention, and to make the best decisions on behalf of the organizations we serve, no matter what.

This book does not provide a magic spell that will grant your board the best virtual meetings. It takes work to have a great board meeting — work that can't be passed off to the board member sitting across the country. Every single board member must take responsibility for ensuring that your board meetings are productive, inspiring, and moving your organization — and by extension your community — forward. *Virtual Meetings Untangled* is here to help you do that.



A handwritten signature in black ink that reads "Andy Davis".

ANDY DAVIS
Director of Education
BoardSource

ABOUT THIS BOOK

In the digital workplace, virtual meeting technology is transforming the way teams function. Having colleagues who work remotely is not unusual. Nonprofit boards, however, are unlikely to eliminate face-to-face meetings altogether. Board members need to build relationships and engage firsthand with their organizations' missions and programs. But meeting virtually can be a cost-effective, convenient, environmentally conscious alternative — whether just once or several times a year — to conduct the work of the board.

Virtual Meetings Untangled guides the board and the CEO or executive director toward understanding the possibilities and preparing for the challenges of virtual board meetings.

Chapter 1 helps boards decide whether, how, and how often to hold virtual meetings and then guides readers through essential practices for effective meetings, including participation ground rules, board member orientation, agenda design and meeting materials, and special considerations, such as holding executive sessions, voting, and disclosing conflicts of interest. Chapter 2 discusses planning virtual meetings and provides an overview of basic logistics to complete before each meeting. The board chair's facilitation role is the focus of chapter 3, which connects board culture and the chair's facilitation style to the evolution of a successful meeting. Chapter 4 addresses legal aspects of meeting virtually. After an organization has made the decision to add virtual meetings to the board's calendar, it can begin to evaluate the options that best fit the needs of current board members. The appendix introduces some basic facts about virtual meeting methods — strengths, limitations, and features — and suggests questions to ask when talking to external providers.

1 MEETING VIRTUALLY

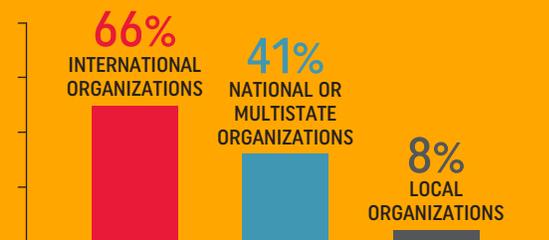
As the board gathers for its quarterly meeting, board members drift into the room, chatting with one another while waiting for colleagues to arrive. Some take a last-minute look at the assembled agenda and materials they received through their online board portal. When everyone has arrived, the chair asks everyone to go around the table and introduce themselves by name. But for this meeting, the boardroom is a concept, not a place. Board members live and work on the east and west coasts, as far south as the Florida panhandle and as far north as Minnesota. They are joining a virtual board meeting from their home offices, quiet rooms in their workplaces, or hotel rooms while traveling.

Once a year, this board meets by teleconference. Board members don't have to fly in and out of the city in which the organization's office is located, so they and the organization save time and money. With the chair's leadership — fine-tuned as usual to the overall mood and dynamics of the board — everyone is present and engaged in a structured and vigorous discussion of the issues on the agenda. The board gets good work done in a concentrated period of time. Before leaving the meeting, the board members agree that this virtual meeting has been just as productive as the meetings that they have face to face — even though they look forward to seeing each other in person three months from now.

A growing number of nonprofit organizations are discovering that strategic use of virtual meetings can have advantages for the full board, for board members, and for the organization. Meeting by teleconference or videoconference can accommodate individual board members' needs and can make economic sense. Boards typically balance virtual and in-person meetings, but some, especially those with international board members, meet virtually almost exclusively. Virtual meetings can be an effective alternative for committees and task forces. They also can bring a board together quickly in an emergency. Some boards offer members the option of occasional virtual participation in a regular board meeting when they are unable to attend in person. Meeting virtually should not replace the immediacy of meeting in person, but virtual meetings are here to stay. No longer a luxury that only larger organizations can afford, they are versatile, accessible efficiency tools for effective governance for organizations of all sizes.

Virtual Board Meetings by the Numbers

Held at least one virtual board meeting in 2014:



Allowed attendance by teleconference in 2014:



Source: *Leading with Intent: A National Index of Nonprofit Board Practices* (BoardSource, January 2015), fig. 13.

VIRTUAL OR FACE-TO-FACE — THE INGREDIENTS ARE THE SAME

Successful virtual meetings are simply successful meetings in a different format. The characteristics of a successful meeting do not change, but a new delivery method needs new operating guidelines. Board members must feel comfortable with the technology so they can take full advantage of the variety of tools it offers to enhance participation. They also must observe the protocols the board has established to promote a focused, productive experience for all participants (see chapter 2). The board chair has a more complex job than he or she would have during a conventional meeting. Virtual facilitation demands slightly different strategies, so the chair must devote the time to learning and practicing those approaches until they come naturally (see chapter 3).

Positive Features of Virtual Meetings

Boards find that well-planned and well-facilitated virtual meetings have positive qualities:

- **Cost** — Members of regional, national, and international boards can avoid expensive and time-consuming travel. Organizations realize savings on conventional meeting expenses such as meals and local transportation.
- **Environmental impact** — Reducing air and automobile travel and sharing documents electronically diminish an organization's carbon footprint and demonstrate a commitment to green business practices.
- **Convenience** — Virtual meetings can be conducted in comfortable settings — at home, in the office, or in a hotel room on the road. Board members are less likely to suffer from burnout if they have not expended their energy traveling for many hours to attend the meeting. Some potential new board candidates may even view the convenience as an incentive. They may be more likely to commit to board service if constant travel is not involved.
- **Attendance** — Busy board members can attend when they otherwise could not, giving them the chance to interact and make valuable contributions. Meeting flexibility may also help some boards reach quorum more easily because board members have fewer excuses not to join a meeting.
- **Efficiency** — Virtual meetings may generate faster decision making when that is necessary and complex deliberation is not needed. Interruptions and long speeches are not well tolerated. As an added benefit, some virtual meeting applications record and archive meetings for later review.

Challenges to Consider

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, the obstacles can be ironed out with practice.

- **Engagement and facilitation** — Leading a complex discussion and debate can be difficult for the board chair. In face-to-face meetings, a skilled chair studies board members' body language and facial expressions and is able to react immediately to the mood of the room. In virtual meetings, the lack of visual cues — which can also be an issue in some videoconferences — means that the chair needs to learn different engagement strategies (see chapter 3). Board members may find it 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.
- **Personal comfort levels** — For board members, the absence of nonverbal communication

can make participation awkward. When speaking, choosing words carefully is necessary because they are the only method of expressing meaning. Interjecting a comment or asking a question during a fast-paced discussion is not always easy. And some people simply prefer the energy and momentum that a group has when meeting in person.

- **Meeting size** — Many organizations have found that virtual meetings are better suited to smaller boards. A larger group can be difficult to engage and manage, even when using more advanced applications and tools.
- **Training** — Even for a dynamic, organized board chair, effective participation depends in part on every board member's orientation to the virtual meeting platform and process. Those who are not familiar with the technology and have not had practice may become distracted from the real work of the meeting. Some board members may resist the idea even with the availability of online tutorials and support.
- **Technology** — During a meeting, noisy surroundings, unreliable Internet connections, web browser issues, or poor sound or video quality can be disruptive. Participants need to hear and be heard clearly throughout the meeting to prevent frustration that could cause valuable input to be lost. For the person who is taking minutes, voices may sound similar, and sound quality problems can be especially challenging.
- **Discussing complex issues** — Virtual attendance works best for a standard, prescheduled meeting with no controversial motions, for focusing on one single issue (such as reviewing a budget proposal), or for handling an urgent matter that needs the board's approval (such as a real estate opportunity). When complicated, multifaceted issues are on the agenda, a face-to-face meeting is a preferable choice.
- **Confidentiality** — 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.
- **Legal issues** — Laws governing electronic meeting and voting by nonprofit boards vary from state to state (see chapter 4). Virtual meetings may not be possible in organizations affected by open-meeting laws (also called sunshine laws), though some states permit them if they are accessible to the public and adhere to advance notice requirements.

SHOULD OUR BOARD HAVE VIRTUAL MEETINGS?

Before introducing virtual meetings into a board's annual calendar, the board and CEO or executive director should identify what they hope to accomplish and what the challenges may be. Have they consulted with other similar organizations about how virtual meetings work for them? Does the board want to accommodate individual board members who would like to attend a meeting but occasionally can't be there in person? Does the board want to make meetings more convenient for busy board members who are scattered around the country?

Virtual meetings should complement, not replace, face-to-face meetings. Without the human interaction and cohesion that builds from meeting in person, it can be difficult for board members to operate as a team and to build and solidify their relationships. Addressing tough issues is easier when you know your board's culture and how your colleagues work collectively. 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 form bonds for the common cause.

Boards may consider meeting virtually in some of these situations:

- A national board holds an annual in-person meeting, extended over a weekend that includes social events. All other meetings are virtual.
- Reversing that scenario, a national board holds three meetings in person and one meeting by videoconference, with virtual committee meetings.
- National and local boards allow limited virtual attendance by a board member who is unable to attend a meeting in person.
- When an emergency arises, board members meet virtually to address the issue quickly.

Having virtual meetings or allowing virtual attendance by individual board members deserves thought and discussion by the full board. A brief to-do list can help your board decide if it's time to introduce virtual meetings.

- 1. Evaluate effectiveness of in-person meetings.** If the board has never evaluated the effectiveness of its in-person meetings, now is a good time to do so. The results may reveal shortcomings in meeting preparation, facilitation, participation, and follow-up that will also crop up in virtual meetings. The board and CEO or executive director should address these issues first. Virtual meetings cannot resolve systemic problems such as attendance and participation.
- 2. Do your research.** Ask the governance committee or a task force to do initial research and come back to the board for a discussion of the technical, practical, and legal implications. If board members gain a realistic understanding of virtual meetings' potential, they will be better positioned to leverage the positives and ameliorate the negatives.
- 3. Put the issue on a meeting agenda.** Allow for open discussion of the pros and cons of virtual board meetings.

2 PLANNING VIRTUAL MEETINGS

Regular meetings are the time when boards carry out their fundamental governance responsibilities. Every board member has a responsibility to attend, because board service is a collective effort. Whether a meeting is virtual or face-to-face, the qualities that make it successful are essentially the same. The best meetings follow a clear agenda, start and end on time, and focus on strategic issues, not routine reporting. They reflect a board culture of true participation, with board members working collectively on strategic issues that matter to the organization. Mutual respect and constructive debate all contribute to sound decision making that advances mission and vision. But the cardinal rule of board meetings — to be fully present — is hard to enforce if the board is not meeting in person. Effective facilitation is even more crucial, with a skilled board chair who guides the meeting with a firm hand. The board must willingly invest its time in learning and practicing the technology, and the CEO or executive director and board chair should be conscious in their planning that some aspects of virtual meetings will be new, different, and challenging.

This chapter explains the basic elements of virtual meeting planning for CEOs or executive directors, staff, and board chairs:

- Before the first virtual meeting, train the board to use meeting tools, and decide on the protocols of meeting participation.
- Before every virtual meeting, coordinate meeting details and develop a good agenda. Then test the technology to be sure it supports the work of the board and is not a distraction.

GETTING STARTED

Sometimes it is difficult to get board members past their resistance to virtual meetings, but two steps ease the way. First, offer training based on the simple and

Virtual Options

Virtual meeting technology is in a constant state of change as the ubiquitous conference call has transformed into teleconferences with interactive features or videoconferences that feel like digital meeting rooms. Nonprofit boards generally use two basic meeting techniques:

- A teleconference, which involves multiple participants in separate locations who meet by phone or online
- A videoconference, which introduces interactive, audiovisual communications and tools for collaborative engagement in meetings

Both techniques involve using third-party providers. But before long that, too, may change. With the developing next generation of virtual interaction, [Web Real-time Communication \(WebRTC\)](#), users will be able to access direct voice calls, video chat, and data sharing directly through their web browsers with no need for separate applications.

The ultimate decision of which meeting technique and platform to use will depend on what your organization can afford and what features the board will actually use. Some virtual meeting platforms have many intriguing bells and whistles. A board may not need all of them.

See the appendix for more about virtual meeting platforms.

convenient online tutorials provided by virtual meeting platforms. Second, create some rules of engagement for meeting virtually. Board members who understand the tools and the protocols will feel empowered to engage and participate, even if the setting feels more challenging than that of an actual boardroom.

Board Training

Board members who are open to learning new concepts or who participate in other virtual meetings are likely to embrace the idea of virtual meetings, or at least be willing to try. They could be good allies who encourage reluctant colleagues or even help train them. The experiences of other, similar organizations will also be instructive. Board members serving a national organization, for example, might say that meeting virtually once a year is a welcome convenience — and that learning the technology is not difficult.

All board members — novices and experts alike — must learn how to use the virtual meeting application that the organization selects. Training and practice will help maximize participation and satisfaction and minimize frustration. Build in lead-time before the first meeting to bring the board on board, ideally under the leadership of a board member. Do not overestimate the board's proficiency with the technology, but likewise do not assume that everyone is a novice. Those who may be more experienced with a particular platform can be helpful peer mentors.

Every board member must know how to use the system with his or her phone, computer, or mobile device; set up the best environment for listening and participating; and use tools that enhance the experience and promote participation and communication. Teleconference and videoconference providers have user-friendly online learning or support centers that cover every skill level. Individualized learning comes in a range of formats, from short video tutorials to longer webinars. You can learn the entire meeting process step by step, or you can quickly consult a two-minute tutorial on how to use a specific feature.

Require a minimum level of training — for example, completing the online tutorial series or webinars offered by the provider. Decide how you will ensure that board members are taking the necessary training. While it is ideal for them to do it on their own time, some people might benefit from group training using an online tutorial, which can be paused for questions or discussion. Ideally, all board members should learn how to use the available tools, but the board chair and CEO or executive director might also choose tools based on their comfort levels. As their proficiency grows, new tools can be introduced.

Rules of Engagement

Everyone has a story about a teleconference or videoconference gone wrong. The board member who logs in from a noisy airport, the barking dog, late arrivals and unannounced disappearances, the telltale sounds of answering e-mail, and people who persist in talking over others — all make for frustrating and unproductive meeting experiences. Virtual meetings will only work well if all participants agree ahead of time on some basic protocols:

- **Arrive on time.** Have the phone number and access code available so you do not have to search for it at the last minute. If you are connecting online, have your computer or

What an Effective Meeting Looks Like

Board meetings that work have these qualities:

- Careful planning, a strong agenda, and comprehensive board information
- Leadership by a skilled chair who challenges board members, draws on their expertise, and promotes active discussion
- Board members who attend regularly, arrive on time, and are well prepared
- An environment of trust and respect
- A focus on strategic issues
- Follow-up on meeting goals and action steps

mobile device turned on and the application on your screen. Dial or log in well ahead of the scheduled meeting time. Arriving late for any meeting is not a good idea, and a late entrance in a virtual meeting interrupts the flow of the discussion with the announcement of your arrival. Any board meeting requires a quorum before the meeting can start. A virtual board meeting is not a recorded webinar where participants can arrive or leave when they choose.

- **Read board materials in advance.** Many people think they can do their reading during the meeting from the privacy of their own spaces where no one can see them. But board members receive information ahead of time so they can consider the issues and be ready to make a meaningful contribution to the discussion. The same is true for a virtual meeting.
- **Limit background noise.** Some will say that virtual meetings allow you to meet from anywhere at any time, but the noisy environment of an airport or a coffee shop is not conducive to careful listening and participation. Use a quiet space where you can hear and others can hear you. Consider using a headset and microphone to keep your hands free and block sounds from the system. Background noise and static from adjusting the position of a hand-held receiver can be distracting to meeting participants. Avoid shuffling paper or creating other noise at your desk. Use the mute option as long as it does not activate the “hold” music on your telephone so everyone in the meeting can hear it. Muting the call should not be an excuse to conceal the sound of your keyboard as you multitask. Most online meeting platforms have a mute option as well that eliminates background noise for participants who are not speaking.
- **Do not multitask.** Give your full attention to the meeting as you would in a face-to-face meeting. Multitasking may feel efficient, but it is a major distraction. In fact, research shows that brainpower is lost when we engage in rapid toggling between tasks. Instead of accomplishing more, we experience a 40 percent drop in productivity. Curb the temptation to multitask by closing e-mail on your laptop, turning off your cellphone, and clearing your desk of distracting papers. One of the three legal duties of nonprofit board members, the Duty of Care, requires that board members “be reasonably informed about the organization’s activities, participate in decisions, and do so in good faith and with the care of an ordinarily prudent person in similar circumstances.” It is especially important for board members to abide by the Duty of Care during virtual meetings to ensure they contribute to discussions and refrain from multitasking.
- **Know how to raise your hand.** Videoconferencing and some teleconferencing platforms often have tools for letting the chair know that you would like to speak, expressing agreement or disagreement, or signaling that you would like someone to speak louder or more softly. This tool is especially important for quieter meeting attendees who may not feel comfortable jumping into the virtual conversation. In a teleconference with no video, say your name before speaking, because voices aren’t always easily recognizable.

BEFORE EVERY VIRTUAL MEETING

Basic Logistics

Just as the CEO or executive director and staff organize in-person board meetings, they should also provide the information, tools, and setting for bringing the board together in a teleconference or videoconference. The CEO or executive director is also responsible for convening the meeting. It is a good practice to establish the board meeting schedule at least a year in advance to allow individual board members time to plan the rest of their activities around these dates. When setting meeting times, remember to accommodate time zone differences as much as possible. The frequency of board meetings usually affects the length

of each meeting. The more often a board meets, the shorter the meetings will be. In a virtual meeting, the facilitator's energy and the board's attention tend to wane after two hours (with a break midway). As the meeting date approaches, send dial-in or log-in information, with a reminder a day or two before the meeting.

During the meeting, the CEO or executive director and the chair should sit together in the same room if possible. This arrangement allows them to communicate easily with each other during the meeting, as they do in the boardroom. Invite other local board members to join you.

Meeting Agenda and Board Information

The agenda for a virtual meeting must be especially well crafted so the meeting makes the best use of board members' time, sustains engagement, and keeps everyone focused. In general, virtual meetings work better with a simplified agenda. It is easier to follow a phone conversation or even a videoconference if it focuses on a limited number of issues. In addition to listing topics the board will address, pose specific questions to consider. Attach a timeframe to each segment to help keep the meeting on schedule.

A consent agenda will increase efficiency and focus the board's attention on strategic issues, as it does in face-to-face meetings. Place uncontested items that require board action but not discussion — approval of minutes, acceptance of committee reports, and the like — together at the top of the agenda. Vote on them as a group, and then move on.

A reminder about meeting logistics is a helpful addition to the agenda, especially for new board members or when the entire board is just beginning to use the virtual meeting platform. Include dial-in or log-in information, a summary of rules of engagement for board members, and a short list of the virtual tools — such as the “raise hand” function — that support active participation.

The informational materials that board members receive along with the agenda are the same as for traditional meetings: financial reports, committee reports, and the chief executive's report; minutes from the last meeting; relevant background information for discussion items; updates on issues to be voted on; and relevant recent information about the organization. Many boards use a dashboard format to present key financial and program indicators.

As with traditional meetings, a board portal — an online collaboration tool that allows board members and others to share, edit, and save documents confidentially — is a good way to transmit meeting materials. Typical board portals have versatile features and tools that are useful before, during, and after a virtual meeting, including board books, access to governance policies, meeting minutes, and board files; secure electronic voting; and meeting notification and response. Some portals can be integrated with virtual meeting platforms. Organizations sometimes use other paperless communication methods, such as web-based file sharing systems and project management tools.

Make Virtual Meeting Attendance Easier

Choose a permanent place — such as your board portal or online file-sharing service — where board members can find this basic information about your virtual meetings:

- Annual board meeting calendar
- Detailed log-in instructions
- Rules of engagement summary
- Overview of essential tools in your meeting platform
- Link to user support
- Staff contact for virtual meeting questions

Technology Testing

Testing the virtual meeting platform before the first use will help ensure that the technology will support board interaction, not interfere with it. This step will help reluctant board members feel more confident about using the meeting platform. Just as board members should learn and practice, the board chair and CEO or executive director should learn the tools for meeting hosts and presenters. Have a simulated meeting with staff standing in for board members so that the chair and CEO or executive director are prepared to juggle engagement with technology issues and decide in advance how to deal with the latter. This also is a good time to test features like whiteboards, screen sharing, and polling.

Start every board meeting with a quick technology check to ensure everything is working properly. Consider starting the first virtual meeting 30 minutes ahead of time to allow time for addressing connection and other issues. For instance, firewalls in some agencies may block board members' access to the platform during the workday. Varying Internet speeds may affect transmission, so some participants may not always be able to use video. For the best audio, consider purchasing headsets for every board member. Some boards ask a staff member to be on hand to resolve problems that might arise during a meeting so that technical issues do not sidetrack the discussion. This allows the board chair to focus on the all-important task of facilitating the meeting. Scheduling private appointments between a board and staff member before meetings can also help hesitant board members become more familiar with the technology.

Key Terms

- Whiteboard** – A virtual replacement for a flipchart. Whiteboards provide a space for users to take notes and share information with a group using text, numbers, and images. Depending on the platform, users can collaborate and notes can be saved and distributed following the meeting.
- Screen sharing** (also known as **desktop sharing**) – Sharing access to a computer screen. A user can project his or her computer screen to all meeting participants.
- Polling** – Question-and-answer options provided virtually to all meeting participants. Results are calculated and displayed in real time.
- Participant code** (also known as **access code**) – Series of numbers unique to the meeting that attendees must type in order to enter the meeting. Participant codes are typically used in teleconferences after dialing the call-in number.
- "Raise hand" function** – A way for participants to indicate they would like to speak without interrupting the discussion. Typically, participants can click a button on their screen to virtually raise their hand, which the meeting presenter (usually the board chair) will be able to see and address at the next break in conversation.
- Conference bridge** – Allows multiple people to participate in a phone call. In contrast to three-way calling that is standard on most phones, a conference bridge creates a virtual meeting room, which links many different telephone lines to the same virtual conference room.
- Consensus checks** – Consensus checks can be more difficult during virtual meetings, but establishing a consistent, verbal method for completing them can increase board members' comfort and efficiency. Following lengthy discussions, consider "round robins," where each participant has the opportunity to weigh in or indicate his or her agreement or disagreement.

3 FACILITATING ENGAGEMENT

The board chair probably feels the impact of virtual meetings the most. In face-to-face meetings, a skilled chair studies board members' body language and facial expressions and is able to react immediately to the mood of the room. He or she knows when a board member seems reluctant to speak, has strong positive or negative feelings about the way the discussion is going, or is distracted and unfocused. But the dynamics between board members change when they are not sitting in the same room. Leading a complex discussion and debate can be difficult, because the interaction in the form of back-and-forth comments is less spontaneous.

It is the board chair's responsibility to ensure all the elements of virtual board meetings are handled correctly and efficiently. The ecology of virtual meetings — a board making important strategic decisions while not physically together — requires exceptionally strong meeting facilitation skills from the chair. He or she will have to be more assertive, organized, and highly focused than usual, without dominating the meeting's airtime — and while juggling the tools of the virtual meeting platform. Board members need to be just as engaged in discussion and prepared for decision making as they are when meeting in person, and that will require a higher energy level on the part of the board chair.

Some board chairs are naturally gifted meeting facilitators, while others excel at and prefer other parts of their jobs. Chairs in the second category should not be self-conscious about seeking support before leading a virtual meeting. The chair's first responsibility is to learn the meeting platform tools and techniques through online training and practice. The CEO or executive director working in partnership with the chair can be particularly helpful in planning a virtual meeting, ensuring that board members receive the right orientation to the process and technology, and keeping the meeting running smoothly. By staying alert to group dynamics, the CEO or executive director can support the board chair's efforts to keep board members focused and engaged — an especially demanding task when meeting virtually.

FACILITATION TIPS AND STRATEGIES

Some people assume that virtual meetings are essentially the same as a traditional meeting, but without the personal contact. The convenience and efficiency sometimes makes it easy to forget that a virtual meeting has different challenges and requirements, beginning with the planning considerations described in chapter 2. For the board chair, the following tips and strategies support meeting facilitation that leads and engages the board.

Set the Stage

First, do a quick technology check to be sure everyone can hear and/or see properly (see chapter 2). Don't assume that every board member remembers or understands what's expected and is fully comfortable with how the meeting will work. Review the process and format. Then take a few minutes to remind everyone about the basic rules of engagement that will make their participation easier (see chapter 2).

Open the meeting by asking everyone to introduce themselves by name. This practice will establish a quorum, which is as necessary in a virtual meeting as it is in a traditional meeting. It also helps the person taking minutes to tie a comment or a motion to the right person. Have everyone's phone number handy in case of a technology problem. Ask board members to identify themselves by name each time they speak, especially when there is no video or still image as voices are not always easily recognizable. In a face-to-face meeting with one or two remote participants, it is especially important to follow this same process with those who are in the room.

Learn to Read the Room

Group process is more challenging to manage in a virtual meeting. The board chair must compensate for the lack of visual cues by reading the virtual "room" in a different, more intentional way. Chairs should have a list of board members in front of them, in whatever order makes it easier to remember everyone. Keep track of who has not spoken, and invite them to join in. Be mindful that quieter people may be more hesitant to participate in virtual discussions and need to be encouraged to do so. Address all board members by name when you speak to them. When an issue is being discussed, go around the virtual table to discourage board members from talking over each other. Give each person time to speak with no interruptions, and ask if he or she is finished before moving on.

Ask for Feedback

A more structured facilitation approach may be necessary in a virtual meeting. Pose specific questions that invite feedback and generate more discussion — not "Does everyone agree?" but "Do you feel that the board should pursue this option, or can you suggest others we should explore?" To pick up on disagreement that you can't see in body language, use frequent check-ins. Take roll, or use features that some meeting platforms provide, such as raising hands, polling, and consensus checks. When an issue is especially contentious, tabling it for another, in-person meeting might be a good choice. When just one or two board members are participating virtually in what is otherwise an in-person meeting, be mindful of their presence and regularly invite their feedback.

Be Prepared to Deal with Multitasking

One of the biggest challenges in a virtual meeting is the temptation to multitask. Before the meeting starts, remind board members of the no-multitasking rule, and ask them to pledge that they won't check e-mail, text, check the news, or work on another project during the meeting. Admit that most of us succumb to the temptation at one time or another, but remind them that doing the work of the board requires everyone's undivided attention. It's important to remove distractions from their personal spaces, clear their desks, be sure their surroundings are quiet, and have meeting materials available.

Sustaining an energetic pace and using the engagement strategies described above — especially auditory cues like posing questions and calling on individual board members — will prevent distraction, as will the use of visual and interactive features in virtual meeting platforms. Some active participation every 10 to 20 minutes will keep the meeting productive and board members engaged.

UNDERSTAND HOW STATE LAW AFFECTS ELECTRONIC VOTING

Some state laws address electronic voting by nonprofit boards. In other states, nonprofits are permitted to establish their own procedures in their bylaws. The way the law defines a meeting determines allowable voting procedures. For more about legal issues related to virtual meetings, see chapter 4.

LEAVING THE “ROOM”

When a participant needs to step aside temporarily — because of an executive session or a conflict of interest, for example — it is good to agree on a process for him or her to return. Leaving a meeting is not as easy as walking out of the room and waiting nearby. If the board needs to hold an executive session without the CEO or executive director, it is helpful for him or her to know this in advance of the meeting. Someone other than the chief executive can then convene the call. This allows him or her to hang up without disconnecting the entire board. A board member with a conflict of interest related to a topic on the agenda can do the same. Depending on the virtual meeting platform, the board chair or someone he or she designates can send an e-mail or text, or use the appropriate tool in the application, to let the excused participant know that the confidential segment is over and he or she is welcome to rejoin the meeting.

CONFLICT OF INTEREST

Every board must find a way to manage conflicts of interest, which are an inevitable part of a board service. Usually, when a board member has a conflict of interest in relation to an issue being discussed, he or she recuses himself or herself, leaves the boardroom during deliberation, and does not participate in voting. During a virtual meeting, conflicts of interest tend to become more complicated. Every board 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 before the meeting and then excuse himself or herself at the appropriate time.

How Are We Doing?

For many nonprofit boards, virtual meetings are a significant change to business as usual. Set aside five minutes at the end of every virtual meeting for board member feedback on basic issues:

- What were the most productive aspects of the meeting?
- How is the technology working for you?
- What could we do differently?

In an annual evaluation, explore these questions about the effectiveness of virtual meetings:

- Do the frequency, length, and timing of virtual meetings work well for our board?
- Do we accomplish as much in a virtual meeting as we do in a face-to-face meeting?
- Are meeting agendas and facilitation techniques keeping board members engaged and focused?
- Does the board chair feel comfortable with virtual meeting facilitation?
- Do board members follow our rules of engagement?
- How do board members feel about the ease of participating in a virtual discussion?
- Are there other ways we could use virtual meetings for our board?
- Are the topics discussed during these meetings suitable for virtual discussion?
- What technical challenges have board members experienced?
- How can we improve technical training and practice?
- Are we using the best meeting platform for our needs?

The board chair, CEO or executive director, and staff can use these same questions to maintain an open ongoing conversation about improving virtual meeting planning, process, and technology.

4 VIRTUAL MEETINGS AND THE LAW

This overview of legal issues appears near the end of this book, but it is by no means a secondary part of planning to meet virtually and should never be an afterthought. In fact, learning about what state law permits — with the help of an attorney, if necessary — is an important first step, followed by amending the organization’s bylaws with appropriate policies.

While federal law does not generally relate to the internal structural affairs of a nonprofit organization, state laws define the limitations of nonprofit board meetings. Boards considering whether to hold virtual meetings should pay attention to the following issues:

- Know the legal status of your organization (corporation, trust, or unincorporated association) so you can check whether your state nonprofit corporation law applies (see “Voting,” below).
- Remember that where your organization is incorporated, not where your office is located, determines which state laws apply.
- Check whether the law addresses the issue of virtual attendance. Determine if it 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.
- 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 permission in your governing document (see “Sample Bylaws Clauses,” on page 22). Consider also creating a policy that specifically addresses when and why it is appropriate for board members to participate in board meetings virtually. This policy helps ensure that board members will not simply default to joining meetings virtually for convenience, even if they are able to attend in person.
- 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, teleconference platforms that accommodate large groups are now available. The dial-in phone number must be published so any constituent can 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.

- Before participating in virtual meetings, require board members to sign an agreement setting forth ground rules such as leaving the meeting during conflicts of interest and refraining from multitasking. Doing so will protect the organization by informing board members up front about the organization’s expectations around virtual meeting participation.

STATE LAW AND ELECTRONIC VOTING

Voting is the principal legal issue related to virtual meetings. Nonprofits must be familiar with state laws regarding electronic voting before holding a virtual meeting. A 2012 research report from a board management organization — the most recent summary of U.S. state laws on electronic voting — found that

- 64 percent of states require members to be able to “Hear” one another in order to cast a vote
- 14 percent specify that participants must be able to “Communicate Concurrently”
- 10 percent only specify that members must be able to “Participate” (which includes those states that only specify members must be able to “Hear or Read” comments)
- 12 percent do not have any specific legal language governing voting electronically, but allow nonprofits to refer to their own bylaws for guidance

Nonprofit boards may use conference calls or board portals for electronic voting in 47 percent of states, while 47 percent do not allow e-mail voting. In six percent of states, no law governs the choice of voting mechanism.¹

When determining what constitutes a vote in a virtual meeting, keep these principles in mind:

- Know your state law. Consult legal counsel if you have questions about electronic voting issues.
- If applicable in your state, be sure that the bylaws address the issue of electronic voting.
- Know whether written confirmations are required to validate electronic voting.
- Use a roll call vote during teleconferences. In a videoconference, either a roll call or a show of hands is appropriate.

SAMPLE BYLAWS CLAUSES

Before the first virtual meeting takes place, you must ensure that your organization’s bylaws provide explicit permission to hold virtual meetings. Consider these sample bylaws clauses, which address some basic issues related to virtual meetings.

A core issue for bylaws to emphasize is the necessity for virtual meeting participants to be able to hear and speak to each other:

The board of directors or a committee of the board may participate in a meeting of the board or such committee by means of telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear and

¹ BoardEffect, *U.S. Laws Governing Nonprofit Boards and Electronic Voting*, March 2012.
<http://www.boardeffect.com/blog/boardeffect-research-report-u-s-laws-governing-nonprofit-boards-electronic-voting/>

speak to each other.

This policy directs the board to determine in advance the technical and administrative issues of meeting virtually:

The directors of the Corporation may meet by other electronic means that permit each director to communicate adequately with each other, provided that: (a) the board of directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and recording votes; (b) each director has equal access to the specific means of communication to be used; and (c) each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

This example spells out when virtual presence is permitted:

A member of the board may attend a meeting via interactive telephone, Internet, satellite audio, or video conferencing or any other technology that enables all participants to be clearly audible to one another. Remote participation is allowed for the following reasons:

- 1. Personal illness*
- 2. Personal disability*
- 3. Emergency*
- 4. Military service*
- 5. Geographic distance*

The board member attending remotely participates in the entire discussion item prior to voting on an issue. A member participating remotely may participate in an executive session, but must state for the record that he or she is alone and cannot be overheard. Alternatively, another person may be present with the member participating remotely if the board votes to authorize it.

5 VIRTUAL MEETING REALITIES: TWO ORGANIZATIONS' EXPERIENCES

How do nonprofit boards plan and manage their virtual meetings? A board chair and an executive director share some tips and practices that make meeting virtually work for their organizations.

Judy Alnes is board president of Idealware, which provides resources about software to help nonprofits make smart technology decisions. The 10-member board has an annual in-person meeting with bimonthly board meetings, monthly strategic issue meetings, and committee meetings — all virtual — throughout the year. Professionally, Judy is executive director of Minneapolis-based MAP for Nonprofits.

Kate I. H. Zulaski is executive director of the Commission on Massage Therapy Accreditation (COMTA), which accredits educational institutions and programs offering instruction in massage therapy and bodywork or esthetics and skin care. COMTA is a virtual organization, with two staff members who work remotely. Its 10- to 13-member board meets in person twice a year and holds two to six virtual meetings.

How do you navigate scheduling meetings across time zones?

Kate: We have learned not to meet longer than two hours at a time. If we have a lot to cover, we set two calls for the same day, with a break between them for people to stretch, eat, and check their e-mail. Our most reliable time slot is 4:00 p.m. Eastern time. East Coast board members are winding down for the day but not yet trying to leave the office, those on the West Coast can be back from lunch, and people in Hawaii are awake and in the office. When we have no board members in Hawaii, we find that 2:00 p.m. Eastern is a good time for most people.

What techniques do you use for working around the impersonal nature of meeting virtually?

Kate: Board members do hesitate to speak up because they can't see the people around them. COMTA uses Zoom's basic plan with screen sharing but no video. Things may take a little longer because you can't see when someone is starting to sit forward to say something. Often it's up to me or the board chair to say, "We've heard from ____ and _____. Now we'd like to hear some other perspectives." It also helps to allow for some silence between topics, because there may be someone who wants to talk but has been on mute.

Judy: Idealware chose Google Hangouts because being able to see faces makes an enormous difference. It works better than trying to manage the silences on conference calls. We make certain that during parts of the meeting, we call on everyone so they all feel they're a valued part of the conversation. If you let the people who talk a lot take over, you lose the ability to help every board member feel like they're engaged. When you're staring at a computer screen, you're likely to start wandering off if that happens. We also use the chat feature in Google Hangouts to create the opportunity for more informal interaction alongside the regular meeting conversation.

What features make a free, basic plan less basic?

Kate: We don't use video, but we do use screen sharing so the whole board can look at the same documents. Most of our committee work involves special projects, where we have used a mixture of screen sharing and regular conference calls. The staff drafts a document that board members then discuss, and we find that screen sharing encourages them to talk about the intent and substance, leaving the language to staff.

From the board chair's perspective, what makes facilitation challenging?

Judy: I worry about whether someone has discomfort that they're not sharing as they would if they could grab me in the hallway afterward and say, "I was really uncomfortable about that." You have to rely on people's willingness to self-identify as being uncomfortable because you can't pick up on all the body language. I also have some concern about board members not being able to build the same deep relationships as when they're meeting in person.

What's different about the agenda?

Judy: Virtual meetings make us more intentional about preparing an agenda that meets the organization's needs and creates a compelling call to board member engagement. When you're meeting virtually, it's too easy to get disengaged, because for many of us, it's not our preferred language. Our board secretary organizes a proposed agenda, and then the executive director and I discuss it: Does it cover the right issues? Does the issue need to be on the agenda, or can it be handled in a phone call? How much time will each agenda item take?

How do you resolve technical issues?

Kate: My first "aha" moment was deciding to purchase noise-cancelling USB headsets with microphones for every board member. Some were using their computer speakers and microphone, creating an echo loop that interfered with listening and talking. Now they all have reliable equipment that I have vetted. We've also found that it helps to have a staff member available by cellphone during the meeting to talk board members through technical problems.

Judy: Board members need to plan to log in five to ten minutes before the meeting time. Invariably, somebody can't get the camera or the sound working, or they need to set up their headphones. You need that gathering time in order to start a meeting at 1:00. It does help that Idealware board members tend to be more tech savvy because of the organization's mission.

Why are regular in-person meetings an essential part of the mix?

Judy: Meeting in person gives the board a day to build relationships, to put three-dimensional bodies with the faces we see in our virtual meetings. The informal times — meals and the cocktail hour — make a difference in the way board members can get to know each other. We live off those relationships for the rest of the year. We create an incredible amount of momentum with these strong interpersonal dynamics, which fuel us going forward. Our face-to-face meetings also give us the opportunity to focus on the intense strategic issues that the organization is considering. Having those deep conversations in person makes board members more comfortable having deep conversations when they're meeting virtually.

APPENDIX

A BRIEF GUIDE TO VIRTUAL MEETING PLATFORM OPTIONS

TELECONFERENCING

Conference calls and audio web conference are routine practice in many organizations and among nonprofit boards with members in widespread locations. Examples include FreeConferenceCall.com, Skype, Google Hangouts, and Zoom.

Strengths

- Familiar to board members and easy to learn and use
- Free options with additional features for a fee
- Paid options with advanced features

Limitations

- Difficult to incorporate social interaction and break time
- Absence of face-to-face contact
- Counting votes by roll call takes time

Features

With paid plans, many providers offer interactive features that expand the potential of the traditional conference call.

- Meeting notification with automated invitations, confirmations, and calendar integration
- Web controls allow participants to see the details of the call on their screens, including who is speaking, who is muted, and who has left the call
- Touch-tone commands that activate special features, including asking permission to speak or raising hands
- Subconferences that split the call into small-group discussions
- Screen sharing that enables the board chair or presenters to show and revise documents

Questions to Ask a Provider

Cost

- What is the pricing structure?
- Can the pricing be scaled based on the number of participants?
- Is there a cancellation penalty?
- Is a free trial period available?

Features and Ease of Use

- What is the conference bridge capacity?
- What is the maximum number of participants?
- What features are available with a free plan? With a paid plan?

Technical Support

- Is support available by phone, e-mail, and chat? What is the average response time?

VIDEOCONFERENCING

In a videoconference, the participants can see and hear each other. Today's videoconference platforms offer a variety of tools that simulate in-person meetings and promote interaction and decision making. Free and inexpensive applications are available, but full-featured options require an additional cost.

Examples include, among others, Adobe Connect, Cisco WebEx Meeting Center, Citrix GoToMeeting, Microsoft Skype for Business, and Zoom. Simple videoconferencing — which incorporates a webcam image of the participant with audio, but fewer peripheral tools — is available from providers like Google Hangouts and Skype. [PC Magazine publishes an annual review of videoconferencing services.](#)

Strengths

- Better ability to see body language
- Multiple features available that help create a virtual meeting room with visual access to voting and commenting tools, documents, whiteboards, and small-group spaces
- Integration board portals
- Extensive online training and support

Limitations

- A steeper learning curve
- Technology issues for novices
- Cost of platforms with extra features and tools

Features

- Meeting permissions that encourage maximum interaction and collaboration by allowing the host to choose what participants are able to do during the meeting — for example, enter the meeting on arrival instead of waiting in the “lobby,” send chat messages, or transfer files
- Whiteboards that provide the electronic equivalent of in-person flipcharts
- Attachments and file transfers that replace handouts in a traditional meeting
- Uploading files and screen sharing for PowerPoint presentations, spreadsheets, or websites
- Polling, surveys, and other interaction tools for formal voting or informal polling
- Chat and Q & A functions for informal communication during the meeting
- Breakout rooms (available in more advanced meeting platforms) for small group processes

Questions to Ask a Provider

Cost

- What is the pricing structure (cost per user, cost per month, discounts on annual subscriptions)?
- Does the service offer a free option?
- Is a free trial period available?
- Can the pricing be scaled based on the number of participants?
- Is there a cancellation penalty?

Features and Ease of Use

- What features are available with a free plan? With a paid plan?
- What are the browser and system requirements (PC and Mac)?
- What is the maximum number of participants?
- How many simultaneous video feeds can be shared with participants?

Technical Support

- Is support available by phone, e-mail, and chat? What is the average response time? Can a staff expert fix most problems, or is higher-level support necessary?
- Does the service include online tutorials? A user manual? User communities?
- What are the expansion and upgrade options?

