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KEY
ISSUES

VIRTUAL BOARD MEETINGS

The benefits and challenges of virtual board meetings are being tested by a growing number of nonprofit boards. Virtual meetings are any kind of official board gathering that doesn't take place in the traditional way — with all board members physically present together. The need for sharing information faster forces boards to find and adapt to new ways of communication. How should boards prepare themselves for new technology while still remaining effective in their decision making?

Legality of virtual meetings

Check state laws on this subject; some states do not allow deviations from regular board meeting set-ups. Clarify the guidelines for these special meetings in your bylaws.

What constitutes unrelated business income (UBI)?

There are three definitions for UBI. All three must apply to require an organization to pay taxes. The activity in question must:

1. be regularly carried on;
2. constitute a generally recognized trade or business; and
3. be substantially unrelated to the organization's tax-exempt purpose.

Types of virtual meetings

Telephone Conferences

Telephone conferences can be used to bring together a board that is widely spread out or when a quick decision is necessary. They are cost effective. The following guidelines ensure that everybody has equal possibility to interact:

- Prepare the meeting well. Set a strict starting time that is convenient for all participants; take different time zones into account. Make sure that everybody receives information prior to the meeting. Communicate the purpose for the meeting.
- Ask all participants to call from a quiet location to minimize background noise.
- Take roll call in the beginning to make sure you have a quorum.
- Ask speakers to identify themselves. This also facilitates minute-taking.
- As in all meetings, allow only one person to speak at a time.

Challenges:

- The chair's role is demanding in ensuring that everybody is incorporated in the discussion. Without visual signals the chair needs to be especially observant.
- All participants must be prompt, have access to quality phones, and be able to speak clearly.

Video Conferences

Video conferences facilitate communication as participants are able to see each other — even if still today some instability in the picture is still common. High cost of facilities and equipment does not make this meeting method available to many boards. It is not cost-effective unless board members are able to rely on their own company equipment, bring members together to a mutual meeting site, or use Skype-type of tool to incorporate visuals and voice.

Internet meetings

Online board meetings should not replace traditional meetings, but may bring numerous benefits:

- Unless you use scheduled chat rooms, board members do not need to be at one location or at their computers at the same time. You can fix a starting point and a deadline for communication. Private schedules can be accommodated.
- Reports and documents could be accessible with a password at the organization's Web site. Exchange of documents, comments, and corrections can be easy and speedy.
- E-mail communication between board meetings provides endless possibilities for keeping board members informed, sharing knowledge, and adjusting to individual needs.

Even when the procedure is clearly communicated, some hurdles may still exist:

- All board members may not be equally at ease with computers.
- Online meetings may turn into over-analysis of words and generate unnecessary messages. Reaching a decision may take longer than during traditional meetings.
- A written record of all communication may raise liability concerns and inhibit free expression of opinions.
- For large boards, this may not be the most efficient method of exchanging views.

- Due to volume of messages, writing up the minutes can be a laborious task, even if it is mostly text editing.

Benefits of flexible meeting procedures

- Cost of traveling and time pressures can be controlled or virtually eliminated.
- Through technology, faster decision making is possible as board members can communicate without having to arrange a physical meeting.
- Globalization or regionalization of boards is easier to manage.

Challenges of flexible meeting procedures

- Meeting organizers have to be sensitive to the specific requirements for different types of meetings or these events end up wasting participants' time.
- All members may not have sufficient technical proficiency or access to appropriate tools.
- Speed by itself does not necessarily create good governance; technology can help when time is of essence. Without sharing information electronically before a quickly called meeting, board members won't be prepared to make good decisions.
- The chair has an added burden to involve every board member. Without physical presence, the quiet board members can remain unchallenged.
- Follow up with summaries or further confirmation of decisions is necessary.
- Face-to-face contact and personal interaction still remain essential for all boards.

References

Flynn, Outi. *Meeting, and Exceeding Expectations*. BoardSource, 2009. Available at www.boardsource.org or by calling 202-349-2500.

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