

# Best Practices for Virtual Board Meetings Now and in the Future

## Executive Summary

With COVID-19 affecting our ability to meet face-to-face, many organizations are holding board, committee and management team meetings virtually. This shift has created the need for more guidance on the best practices for adapting to virtual environments now and in the future. In a recent webinar on the topic ([you can watch a replay of the webinar here](#)), attendees posed many questions on best practices for virtual meetings. We hope this guide helps to address some of the key challenges and opportunities of virtual meetings, and we are here to be your partner through this crisis and beyond!

## AUTHORS



### **DOTTIE SCHINDLINGER**

Executive Director, Diligent Institute

- ▶ Head of the corporate governance research arm and think tank of Diligent Corporation at [diligentinstitute.com](http://diligentinstitute.com)
- ▶ Co-author of [Governance in the Digital Age: A Guide for the Modern Corporate Board Director](#), ©2019, Wiley & Sons
- ▶ Co-host of [The Corporate Director Podcast](#)



### **HELEN BAKER**

Head of Secretariat, Coca-Cola European Partners plc

- ▶ An experienced Chartered Secretary/Chartered Governance Professional
- ▶ Joined Coca-Cola European Partners plc in July 2017 as Head of Secretariat, with previous roles at Legal & General, WS Atkins plc and National Grid
- ▶ Involved in supporting company boards and secretarial career, covering a wide range of activities including meeting support (and everything that entails!), governance advice, evaluation and director induction/training

## Table of Contents

<b>1.</b> Facilitating Virtual Meetings.....	<b>3</b>
<b>2.</b> Protocols for Remote Meetings.....	<b>7</b>
<b>3.</b> Technology Considerations .....	<b>12</b>



## CHAPTER 1: Facilitating Virtual Meetings

Virtual meetings can present certain challenges for corporate secretaries and general counsels, as well as for those chairing the meeting. Many of the issues flagged during our webinar were around best practices for facilitation, but virtual meetings also raise questions around issues including:

- ▶ How to handle “muting” participants
- ▶ Whether or not to use video and recording
- ▶ Managing unexpected distractions
- ▶ Keeping attendees engaged and ensuring participation

### CHALLENGE #1

***How do you keep engagement during a virtual meeting and what are some best practices for time management and facilitation?***

**Dottie Schindlinger:** A few tips: first, don't try to replicate 100% of a normal face-to-face meeting in the virtual format. It is clearly going to be a different experience. Virtual meetings tend to be a bit more “transactional” in nature, partly because only one person can speak at a time, which makes the conversational flow feel very different than when the group is assembled in person. To make sure you don't lose the interest of the attendees and don't inadvertently leave anyone out of the discussion, keep the number of lengthy verbal reports to a minimum. Engaging the group on a virtual meeting also requires more active and intentional facilitation on the part of the board chair. The chair should make a point of seeking comments from those who have been quiet, and actively ask those who are dominating the conversation to let others chime in who the group has not yet heard from. Keep in mind, with the surge in global virtual meeting traffic right now, audio and video quality can be uneven, and it could be that a director isn't participating because she/he cannot hear or see the group.

*“A tip for verbal reports is to use them as a summary report, supplemented by pre-meeting materials, which cover the key points, so you then have enough time for effective and engaging Q&A from directors.”*

Finally, make use of other online tools for engagement beyond just videoconferencing. The use of webcams and virtual meeting tools have become critical in this time of social distancing – but they are



not the only way for board members to engage in conversation. Making use of secure tools that facilitate group messaging and chat, online surveys, analytics dashboards, curated regular updates, and online folders where directors can securely share and mark-up documents provide added ways for boards and committees to get work done, without always having to call for a formal meeting.

**Helen Baker:** Try to ensure there are regular breaks – both within longer meetings and between meetings. This allows time for people to use the bathroom, grab a bite to eat, etc. It’s also important to think about the time of day for each of your participants – especially if they’re joining from around the world – so you can time meetings around things like breakfast, lunch, dinner and, importantly, sleep!

### TOP TIP

Schedule regular breaks, and stick to them

## CHALLENGE #2

---

***How do you stop one person from dominating the conversation – in the right manner? How do you control or avoid people multi-tasking?***

**DS:** First, it helps to remember that the board is a group of well-meaning adults – all of whom want to do their very best for your organization in a time of crisis. Having 100% virtual board meetings is new for practically everyone, and so to expect that everyone will have the same ideas about what is appropriate (and what is not) is not very logical.

It’s best to deal with the issue of virtual meeting “etiquette” head-on: ideally, the board chair and chair of the nominating/governance committee (or the group most directly responsible for the oversight of board procedures and rules) should collaborate to develop a set of guidelines for virtual meeting “norms.”

Guidelines could include requirements such as:

- ▶ Using headsets to ensure that only directors can hear the meeting (and so the meeting isn’t being unofficially “attended” by other members of the director’s household).
- ▶ Using webcams/video – as having a video component adds a greater sense of presence and intimacy to virtual conversations.
- ▶ Requesting that a director alert the board secretary any time he/she should need to step away from the meeting for the sake of minutes.

- ▶ Requesting directors to stay focused on the meeting and only those items in support of the conversation happening at the board table. This is undeniably an issue of virtual meetings – but also one that is very hard to regulate. Many directors are in unusual work environments right now, and distractions – in the forms of pets, small children, delivery people, etc. – might come looking for the director, rather than the other way around.

### **TOP TIP**

**Create meeting protocols which include details on how directors are required to participate**

**HB:** A good chairman is key to stopping one person from dominating the conversation. Asking for input in the right way is important (e.g. give us your top 3 thoughts/reactions) and make a point of asking for the input of quieter meeting participants to ensure they have a chance to speak if they want to. For example, our chairman is excellent at ensuring each director has been able to contribute their thoughts.

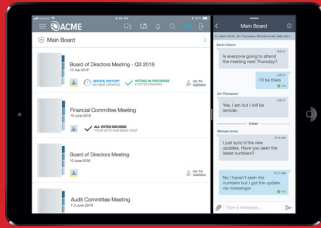
### **CHALLENGE #3**

***What recommendations can you give for time management and facilitation of virtual meetings?***

**HB:** We produce a timed agenda giving each matter a set period-of-time for consideration/discussion. This is the same approach as we take to our face-to-face meetings. A lot of the good practices required for a face-to-face meeting have equal relevance and applicability to a virtual meeting so don't be afraid to use them. There's no need to throw out all the "old" ways of doing things – use the tools you'd use for a face-to-face meeting but adapt them to the virtual environment.

## HOW DILIGENT CAN HELP SUPPORT YOUR MEETING PROTOCOLS & PROCESSES

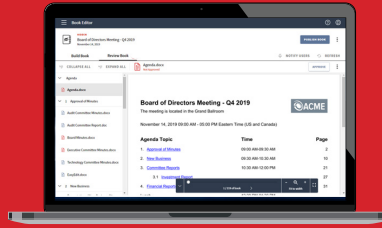
[FIND OUT MORE ►](#)



### Diligent Boards

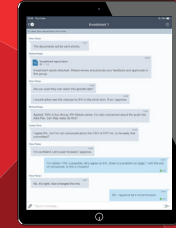
Use Diligent Boards to securely share reports and board meeting documents in advance with directors as pre-reading materials which they can access at their convenience, on their personal device.

[Learn more here](#)



### Agenda Builder

Use Agenda Builder in Diligent Boards to create quick links so directors can easily jump from a section within a meeting book back to the agenda, and to another section.



### Diligent Messenger

Diligent Messenger eliminates reliance on insecure communication tools such as email to mitigate the risk of breaches, leaks and misdirected messages with a secure board communication tool that's quick to install and easy to learn.

[Learn more here](#)

## Tips from Diligent Users

- **Consider surroundings.** Attendees should make sure their face is well-lit and their background is solid to minimize distractions.
- **Respect time zones.** Boards are often dispersed across the globe. Consider the time zones of attendees when scheduling virtual board and committee meetings.

## Tips for Using Diligent Messenger

- Use Diligent Messenger to facilitate live chat conversations during the board meeting to ensure sensitive conversations remain private.
- Use Messenger to allow participants to raise questions or issues during the meeting to help stop people talking over each other.



## CHAPTER 2: Protocols for Remote Meetings

Once you know how you are going to set up your virtual meeting, you will need to consider ways to adjust the agenda, timing, and sessions to fit the realities of the virtual format. Some key considerations to include are:

- ▶ Number and length of individual meeting sessions and breaks
- ▶ Pre-reads vs. presentations
- ▶ Ensuring the right attendees have access to each session

### CHALLENGE #1

---

#### ***Should you provide breaks during the meeting?***

**DS:** The number and length of breaks will depend on the overall length of your meeting, but a good basic rule to follow is to provide a break at least once per hour. After about an hour on a videoconference, people tend to lose focus and need to rest their eyes, stand up and move around, grab refreshments, etc. If your meeting involves multiple sessions that run sequentially, another good rule to follow is to keep every session to a maximum of 50 minutes. This allows everyone 10 minutes between sessions to take a short break and reset for the next meeting.

**HB:** Breaks are extremely important to maintain engagement and concentration. We try to ensure there are regular breaks both within meetings and between meetings to allow time for participants to step away from the screen and come back refreshed and ready to engage!

#### **TOP TIP**

When planning agendas for video conference virtual meetings, it's helpful to allow a 10-minute break between each item to allow presenters to drop off and join.



## CHALLENGE #2

---

***When Board and Committee meetings run back to back, do you use the same dial in number or different ones in case meetings run over?***

**DS:** There are some pros and cons to each solution. If you use the same dial-in number and web conference link for every meeting, it adds convenience for those attending multiple sessions in a row. However, using the same conference session for multiple meetings requires someone to carefully monitor who is still “listening in” and make sure those who are not supposed to attend a specific session have left the meeting – or can be removed by the meeting facilitator – before the meeting can come to order. This can be challenging when someone steps away from their computer while still logged into the session inadvertently.

Using separate dial-in numbers and web conference sessions for every meeting is a cleaner solution from an attendee management perspective, but the downside is in the potential for added frustration on the part of meeting attendees. During this time of high demand on all web conferencing systems globally, getting in and out of virtual meetings quickly and easily is not always guaranteed. Asking directors and other participants to repeat this process multiple times on a single day could add frustration and time to your already crowded agenda.

**HB:** We used to use the same number but now use two numbers that we alternate between during the day. We also “lock” the calls once each meeting starts and all participants have joined to ensure only those who should attend.

## CHALLENGE #3

---

***Do you run a “testing” session before the real meeting? How do you navigate virtual board meetings for directors who are not tech savvy?***

**DS:** It’s a good idea for your organization’s board administrator to check in with each director at least a few days in advance of the first virtual meeting to provide some one-on-one or small group training sessions. During these sessions, provide a refresher on the basics of how to login to the board software platform to retrieve meeting materials (and help the director update apps and reset passwords as needed), set up and test webcams and different audio

*“Provide a refresher on the basics for directors on how to use Diligent Boards ahead of the virtual meeting.”*





options (e.g., wireless headset vs. earbuds, phone vs. computer audio), and ensure the web conferencing software is properly installed and updated. On the day of the meeting, have a dedicated person on call to troubleshoot video, audio, and meeting software issues. It's also helpful to encourage anyone who is attending their first virtual meeting to dial in 15-30 minutes prior to start time to ensure everything is still functioning properly, and then just stay on "mute" until the meeting begins.

**HB:** We have done internal test sessions for telephone meetings in the past but as this is now business as usual we have stopped doing them. Our directors are pretty tech-savvy, so we've been able to run virtual board meetings seamlessly with the support of Diligent. We are trying a video board meeting for the first time soon. We are running a test session for directors ahead of the main meeting, just to ensure everyone is able to join the meeting itself without any issues.

## CHALLENGE #4

---

***How do you handle executive sessions (where the conference meeting organizer/staff is not supposed to hear or attend but a facilitator is needed)?***

**DS:** Holding a virtual executive session presents some unique challenges. For example, it can be puzzling to determine how to hold an executive session with only directors when the videoconference is being run on a staff member's computer and phone. If that staff member "leaves" the meeting (i.e., hangs up the call and exits the videoconference), it could end the meeting for all participants. One option is to have the board chair and perhaps another board officer also enter the web conference as "organizers" of the meeting. That way, the staff member can simply hand over the controls of the web conference to the board chair or other board member prior to "leaving" the meeting. Alternately, you can set up a separate "audio only" teleconference just for the closed session of the meeting. The dial-in number and passcode could be provided only to board members by the board chair or corporate secretary.

*"Consider how you will maintain security procedures across the call and also any chat features in your video conferencing app."*

It should also go without saying that if you are having a virtual executive session, you do not want to record that portion of the meeting. Depending on the type of organization and meeting, you might not wish to record any portion of the meeting; but this is especially true for executive session, for which minutes are not typically recorded (or are kept very high level). Additionally, during executive session you would want to ensure directors refrain from writing any messages in the "chat" feature of the web conference system, as those messages could be considered part of the meeting record and would likely need to be included in the minutes.



**HB:** Usually our General Counsel and Company Secretary is invited to remain in attendance during director-only sessions, and we ensure that only this individual is present on the call in addition to the directors to maintain security procedures.

## **CHALLENGE #5**

---

### ***Do you allow different presenters to share their screen?***

**HB:** We ask for presentations to be submitted in advance (ideally one day but at least half a day) and then we create a single presentation deck that we share on screen. Directors are also able to follow along with the presentation on their own device by uploading it to Diligent Boards. This helps give directors options on how they want to follow along – for example they can use Diligent Boards to add and review notes to the content as we go along, or they can simply follow along via the screen share if no notes are needed.

## **CHALLENGE #6**

---

### ***How do you change the structure of meetings?***

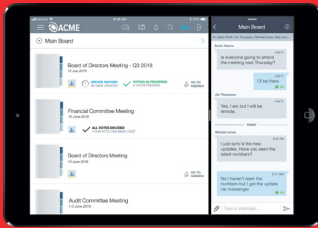
**HB:** We schedule separate meetings for different Committees. We'd used virtual meetings for specific matters (e.g. our preliminary results) before, but then in March 2020 we needed to deliver meetings with multiple topics over two days. We focused the meetings on the agenda items only and postponed any of the usual "add-ons" (e.g. training/development sessions, opportunities to meet employees). We have postponed these again in May 2020 but if "lockdown" continues then we will consider if and how we can deliver these important opportunities to the Board in some other way.

### **Tips from Diligent Users**

---

- Security must remain a priority. Boards must ensure meeting materials are only shared via secure platforms. Consult your general counsel, company secretary, or legal team before recording any sessions.
- Use Diligent Boards to securely share your video conference details to ensure only your board members and executives can join.
- Enable directors to join the video conference and view board materials in Diligent Boards by using split screen functionality.

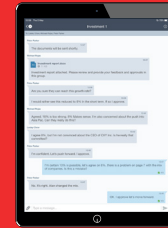
## HOW DILIGENT CAN HELP SUPPORT YOUR MEETING MECHANICS EFFORTS



### Diligent Boards

Use Diligent Boards to upload meeting materials ahead of time so directors can follow along with the discussion and make notes on pertinent information.

[Learn More](#)



### Diligent Messenger

Use Diligent Messenger, a secure communication tool, for sensitive communications before, during and after the board meeting. Your executives can have 1:1 or group conversations and ensure all discussions adhere to the highest security standards.

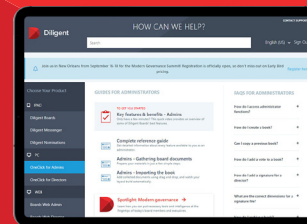
[Learn More](#)



### Share video conference details in Diligent Boards

Make joining video conferences easier for your participants by using Diligent's video conference link sharing functionality and calendar syncing feature so you can distribute, access and join video conferences securely, within Diligent Boards.

- [Download Virtual Meeting Management: A How-To Guide for Administrators](#)
- [Download Virtual Meeting Navigation: A How-To Guide for Directors](#)



### Diligent Support

With Diligent, you have access to unlimited training and our Customer Success Team can provide 1:1 or group refresher sessions for your attendees to ensure they are ready for the meeting. You also have access to Diligent's Help Center, a resource bank with how-to-guides, product spotlights and videos.

- [Access the Help Center](#)

## CHAPTER 3: Technology Considerations

In the span of two months, we witnessed the single largest global workforce transition to “remote work.” While videoconferencing technology isn’t new, relying on this technology for 100% of meetings is unprecedented. Suddenly, modern governance software has become the mission-critical element to ensuring continuity of governance, including activities such as:

- ▶ Voting and resolutions
- ▶ Protecting meeting information and securing related documents
- ▶ Communicating highly sensitive and protected information between directors and management

### CHALLENGE #1

---

#### ***What are some tools boards can use to conduct live votes?***

**DS:** The rules regarding voting during virtual meetings depend on a few factors – the type of organization and board, the applicable laws in that organization’s jurisdiction, and the bylaws and policies of the organization. Additionally, most jurisdictions have provided updated guidance on virtual meetings and online voting during the COVID-19 crisis, in recognition of the fact that so many businesses are working remotely. Make sure to confirm the laws and policies in place for your organization, and seek advice from legal counsel.

Voting during a virtual meeting tends to take three forms:

- ▶ **Using an online tool** – usually one that is integrated in your board meeting software platform, such as Diligent Boards. This tool allows you to include information about motions and full text of resolutions. It also allows you to capture signatures and tally the votes automatically. (Diligent also offers a handy [Minutes](#) tool as well, which makes record keeping even easier).
- ▶ **Using a “voice vote”** – when the issue being voted on is routine and no dissent is anticipated, the chair might call for a voice vote (e.g. “all those in favor, say aye”). Then the chair asks for any “nays” and “abstentions,” with those who dissent or abstain being asked to identify themselves by name for the sake of the minutes.



- ▶ **Using a roll call vote** – for votes where dissent is possible or expected, the chair might call for a roll call vote, and the board secretary then reads the names of the directors one by one, generally in alphabetical order by surname. As each director’s name is read aloud, that director’s verbal response is recorded in the minutes.

## CHALLENGE #2

---

### ***How can you share links and information about board meetings securely with attendees?***

**DS:** This has become a serious security issue of late, with incidents of unwelcome “hackers” randomly appearing onscreen and causing disruptions to many meetings. Diligent Boards now offers a simple way to solve this problem – the board administrator can enter the web conference information into a new menu on the Board Book. When the director enters the Diligent Boards app on a computer, iPad or phone, there will be a link next to the Board Book that says, “Launch Meeting.” This eliminates the need to send the web conference link and dial-in information via email or other unsecured channels.

## CHALLENGE #3

---

### ***How do you look at documents for the meeting in Diligent Boards while taking part in a virtual meeting, simultaneously? Do the directors view the documents on the same device they use to attend the videoconference?***

**DS:** Pro tip – use two devices. When I started attending virtual board meetings, I found that it made my life so much easier use the Diligent Boards app on an iPad (with all of my annotations and notes in preparation for the meeting), and dial into the videoconference from a laptop or phone. My laptop is connected to a second monitor as well, so I can see more of the directors all at one time using the “tile” view

in the web conference software and see the presentation that the chair is showing during the meeting on two different screens. Simultaneously, I have my Diligent Boards app in my hands on the iPad, so I can swipe to the right page, see my own notes, and follow along with the slides being broadcast on the web conference. Having all three screens active – one for video, one for presentation, one for my own Diligent Boards app – allows me to have access to everything I need during the meeting and fully participate, without having to minimize the camera display or presentation to bring up another screen.

*“Use the Diligent Boards app on your tablet, and dial into the videoconference from a laptop or phone.”*

## CHALLENGE #4

---

### *Should you use video?*

**HB:** We haven't in the past as the quality of video connections can be so variable depending on things like home broadband connections. We think it's important that we have good quality audio connections so that the Board can all hear each other. This helps facilitate a productive conversation, whilst reducing any risks associated with internet connections. But we are trying it out in the near future so watch this space!

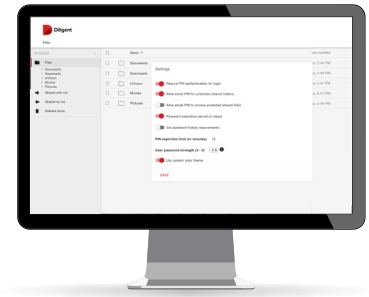


### **Tips from Diligent Users**

---

- Consider all uses of the voting feature – such as for signing engagement letters by the Audit Chair
- Encourage directors to use their iPad to view content online or offline through the Diligent Boards app
- Enable directors to vote electronically on the day of the meeting by training them on the voting feature and uploading all e-signatures ahead of the meeting
- Set up additional training with directors who are new to Diligent's solutions to ensure they can use all the features
- Share your video conference details securely within Diligent Boards. This is the best example of modern governance adapting during a time of crisis.





# How Diligent Supports Your Virtual Meeting Workflow

## MEETING PREPARATION

- Determine agenda, attendees, and any materials that need to be prepared.
- Consult IT if any technology assistance is needed and provide training for attendees.
- Leverage **Diligent Secure Meeting Workflow** to collaborate with permissioned users as documents are being assembled.



## MEETING MATERIALS DELIVERY

- Share agenda, pre-read materials, and virtual meeting “ground rules” through **Diligent Boards**.
- Send video conference links securely through your **Diligent Boards** calendar.
- Leverage **Diligent Secure File Sharing** to share sensitive files with trusted third parties.
- Send last-minute meeting reminders to attendees with **Diligent Messenger**.



## MEETING PROCESS

- Use the **Diligent Minutes** module to record meeting notes and identify action items.
- Leverage Voting features within the Diligent Boards app for engagement and motions.



## MEETING FOLLOW-UP

- Draft action items and assign to owners with timelines.
- Distribute follow-up materials and vote to improve meeting minutes securely within the **Diligent Boards** app.

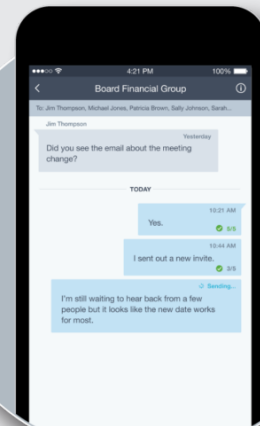
## BOARD COMMUNICATION

### (Before, After and Between Meetings)



- Centralize all attendee communication (including documents and link-sharing) using secure, integrated tools.
- Leverage **Diligent Messenger** for all attendee communication, including large groups, small groups, and one-on-one conversations.

## Diligent Messenger



For More Information on How Diligent Can Help Your Virtual Board Meeting Needs  
Email: [info@diligent.com](mailto:info@diligent.com) | Visit: [diligent.com](http://diligent.com)