



Virtual board and committee meetings

KPMG Board Leadership Centre

The Chartered Governance Institute has published a guidance note on [‘Good practice for virtual board and committee meetings’](#) which provides a brief overview of the legal and practical issues to consider. This is particularly relevant in light of COVID-19 and the compulsory ‘Stay at Home Measures’ introduced by the Government.

Whilst not constituting legal advice, the key points in the guidance include:

The choice of the right communication channel is vital

If the technology does not work well the meeting will be harder to run, will likely last for longer than is optimal and will be less effective. An audio call or telephone conference will be less risky but a video conference is more engaging if you can get it to work well.

Virtual meetings need to be well structured and avoid unnecessary complexity

It is entirely possible to hold an effective meeting by virtual means. However, it should be structured more simply than a face to face meeting and should recognise the constraints of technology. If necessary, the board has alternative ways to make decisions such as written resolutions, email meetings and informal decision making with ratification at a future board meeting.

Preparation is key

There are a number of practical matters to attend to before the meeting. Think about: scheduling shorter meetings; different time zones; issuing clear joining and conduct instructions; and recirculating the link and dial in details an hour before the meeting so they are easily to hand.

Also, have a list of all those due to attend the meeting and give presenters an approximate time when they will be asked to join the meeting. They should not join early and it is best to message them when you are ready for them to join. To ensure confidentiality, if the technology permits, ask them to wait in the ‘virtual lobby’ until needed.

The Chair will need additional techniques to run an orderly meeting

The Chair’s role in leading a virtual meeting is ultimately the same as their role during a face to face meeting. However, the techniques needed to keep everyone engaged, allow a good debate and determine the view of the meeting on each item of business may be different to those used for a face to face meeting.

Think about access arrangements, meeting management, understanding the advantages and limitations of the technology and how best to deal with technical problems.

‘Ground rules’ for participants should be circulated to all those joining the meeting in good time beforehand

An appendix to the guidance sets out a number of ground rules’ and best practices such as:

- Keep microphones on mute throughout the meeting except when making a comment or asking a question
- Look at the camera if you are on a video call
- Join the call in plenty of time . Try joining or dialling in at least 10-15 minutes before the start so that if you have any connection issues you have time to resolve them
- Not speaking across others or interrupting and where possible wait to be invited to speak by the Chair

Clear instructions on accessing the meeting system or app are essential

Not all participants will be familiar with the technology. Give everyone clear instructions in advance about how to access and use the meeting app and offer individual practice calls if necessary.

Good boardroom practices

Good boardroom practices are even more necessary for virtual meetings than for face to face meetings.

Appendices to the guidance set out notes for the chair, company secretary and presenters at board and committee meetings together with suggested 'ground rules for participants and a comparison of virtual meeting providers.

In addition, Independent Audit has published a useful article on '[Making virtual board meetings work well](#)', as well as producing a checklist which can be downloaded [here](#)

The KPMG Board Leadership Centre

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