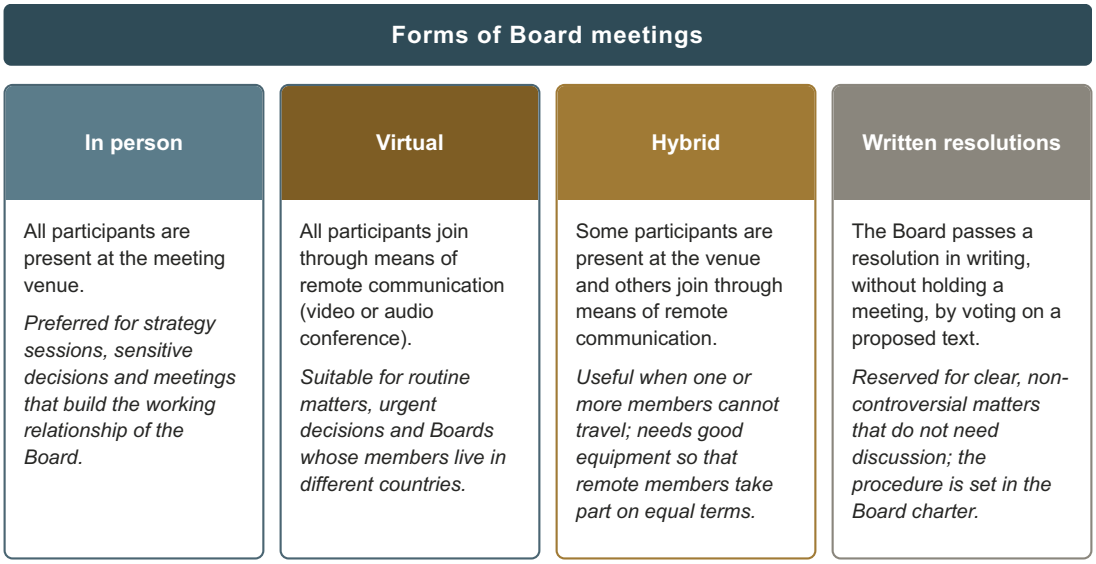
6.2

FORMS OF THE BOARD MEETINGS

The Board may hold meetings in person, virtually by telephone or video conference or by comparable means of remote communication, or in a hybrid format combining in-person and remote participation. In exceptional cases the Board may pass resolutions in writing. The Board charter should set out the forms of Board meeting used in the company and the organisational arrangements for each, including the submission of documents and the decision-making procedure.

Figure 6.1 **Forms of Board meetings**



Choosing between in-person, virtual and hybrid meetings

In practice, in-person meetings remain the best format for Board meetings: they allow direct and immediate communication, non-verbal cues can be observed, and the informal contact before, during and after the meeting builds the personal connections and trust on which teamwork and decision-making depend. Moving away from them should not be decided without careful evaluation.

There is, however, no one-size-fits-all approach. Some Boards need in-person meetings because of the nature of their work, non-routine issues or the need for stronger personal connections; others, especially those with geographically dispersed members or time constraints, benefit from virtual meetings, which eliminate travel time and costs, are easier to schedule and increase attendance. A hybrid approach may offer the best of both: personal contact when necessary and the efficiency of virtual meetings for routine matters. Each company should weigh its objectives, costs and the concerns of its Board in choosing the format.

Whatever the format, remote members must have the same opportunity to participate as those in the room, and it is easy to attend a virtual meeting without paying full attention. Companies introducing virtual or hybrid meetings should therefore ensure that they have a secure system providing multi-party audio, the transfer of documents and voting, and, for hybrid meetings, a process that gives equal opportunities to in-person and remote participants.

When deciding on the form of a particular meeting, the Board should also consider its agenda, for example:

- whether the meeting is limited to routine issues or includes non-routine ones;
- whether significant business transactions or governance, operational or performance issues will be discussed;
- whether a virtual or hybrid meeting is in the interests of the majority of Board members;
- whether meaningful engagement among Board members is possible.

Procedures for virtual and hybrid Board meetings

The format of each meeting and the instructions for participation should be communicated clearly in advance, and the Board calendar should show the format of the meetings planned for the whole year.

Once a company has decided to hold virtual or hybrid Board meetings, it should adopt formal rules for participation in them, covering the mechanisms for participation and for voting by remote means. These rules should be integrated into the Board charter. They should regulate at least the following:

- the identification of Board members;
- measures to ensure that all Board members can participate in the meeting, including the opportunity to follow the whole discussion;
- the mechanism enabling Board members to vote during the meeting;
- the procedures for documenting or recording the meeting;
- other administrative, technical and logistical matters.

To ensure that virtual or hybrid participation provides the same opportunity for dialogue among Board members, management and other participants as an in-person meeting, Boards should follow good practices such as the following:

- take account of all members' views before choosing between a virtual, hybrid and in-person meeting, evaluate members' responses to previous virtual meetings and consider requests to hold subsequent meetings in person;

- establish a meeting protocol or guidelines explaining how the meeting will run and how its main elements will be handled (how to present, when members may speak, how to raise a virtual hand, how to ask questions);
- ensure equal access to present information and take part in discussions, especially in hybrid meetings where some members are in the room and others remote;
- assign additional roles to facilitate virtual or hybrid meetings (for example, a person responsible for monitoring the online attendees to ensure that they receive the information and get time for discussion, questions and comments);
- keep Board members engaged (cameras on, assignments to present particular items, inviting members who have not spoken to contribute, survey tools to gather opinions);
- provide Board members with the technical support they need to participate.

Written resolutions

If all members agree, the Board may take decisions in writing.

The decision, and the fact that it was taken in writing, must be recorded in minutes. The decision becomes valid when all Board members have signed the minutes, unless the Board charter provides otherwise.

The purpose of Board meetings, however, is for the Board to meet, and the larger the Board, the more likely it is that someone will want to discuss an issue before a decision is taken. For difficult issues, and in companies with many Board members, it is therefore hard to take decisions without a meeting. Written resolutions are usually used for routine or minor issues that do not require discussion, or for topics that were presented and discussed at a previous meeting but could not be decided at the time because of missing information or timing, so that the formal decision is taken afterwards in writing.

Recommendations for Board decisions taken in writing:

- all Board members must agree that the decision is taken in writing;
- the minutes must indicate that the decision was taken in writing;
- all Board members must sign the minutes;
- the date of the decision must be indicated in the minutes.

KEY TAKEAWAYS

A. Board meetings may be held in person, virtually, in hybrid form or, exceptionally, by written resolutions; the Board charter should set out the forms used and the arrangements for each, including the submission of documents and the decision-making procedure.

B. In-person meetings remain the best format for substantive discussion and for building trust; virtual and hybrid meetings bring flexibility, lower cost and higher attendance but must give remote members the same opportunity to participate.

C. The choice of format depends on the agenda: routine items suit virtual meetings, while significant transactions, governance and performance issues call for in-person discussion.

D. Virtual and hybrid meetings need formal rules integrated into the Board charter (identification, participation, voting, recording) and good practices such as a meeting protocol, equal access, a facilitator for online attendees and measures to keep members engaged.

E. Written resolutions require the agreement of all members, are recorded in minutes signed by all and dated, and are reserved for routine or minor matters or for decisions already discussed at a meeting.

QUESTIONS FOR THE BOARD

1. *Does our Board charter set out the forms of meeting we use, and the rules for participation, voting and recording in virtual and hybrid meetings?*
2. *How do we decide the format of each meeting, and is the format shown in the annual Board calendar?*
3. *Do remote participants in our hybrid meetings have the same opportunity to see the materials, take part in the discussion and vote as those in the room?*
4. *Are our systems for virtual meetings secure, and is technical support available to every Board member?*
5. *How often do we use written resolutions, and are they limited to routine matters or decisions already discussed in a meeting?*