

ONTARIO REAL ESTATE ASSOCIATION

# COVID-19



## **BEST PRACTICES FOR VIRTUAL BOARD OF DIRECTORS OR COMMITTEE MEETINGS FOR ONTARIO NOT-FOR-PROFIT CORPORATIONS (OREA'S MEMBER BOARDS) DURING THE COVID-19 STATE OF EMERGENCY**

WE HAVE YOUR BACK

## Choosing a Technology Solution:

1. Choose a virtual meeting solution which is user-friendly. Ideally, choose a web-based solution that does not require participants to download a program or “smartphone app” ahead of time.
2. Consider solutions which provide live technical support to help during the meeting in the event there is a “glitch”.
3. For a smaller board of directors and many committees, a simple telephone conference facility may be sufficient. Alternately, for smaller meetings you may wish to use webcams that give the meeting a more personal feel and allow people to use body language when communicating.
4. Consider whether you need your technology solution to allow people without computers or smart telephones to dial in by regular telephone only. An important consideration is how formal and complex the meeting will be. The OREA Basic Board By-law (“BBB”) provides that all board and committee meetings are subject to Robert’s Rules of Order. If it will be complex and formal and Robert’s Rules of Order will be adhered to very strictly, it may not be advisable to allow the telephone only option. A virtual meeting is much easier to manage with the features that a computer/ smart phone solution allows.
5. Consider whether there is a likelihood that your voting requirements, such as different member voting rights, requires a more sophisticated virtual voting solution in addition to just a virtual meeting

solution. Most board of directors and committee meetings will not require this level of formality.

6. The technology which you choose MUST:
  - a. Allow all of the participants to attend, hear all business being addressed, participate in any discussions and vote simultaneously;
  - b. Allow you to verify that the participants attending are who they say they are; and
  - c. Allow you to verify who voted on what (but not necessarily how they voted).
7. If the participants of the meeting do not know each other well enough to recognize their voices and faces, for verification purposes, choose technology which requires participants to enter a password that you provide to them ahead of time. To ensure only those participants who are entitled to be in attendance at the meeting and vote, do so, choose a technology solution that provides a unique password to each participant.
8. See a list of some of the possible virtual meeting and voting solutions in Schedule “A”.

## Things to do in Advance of the Meeting:

1. Do a “dress rehearsal” at least once with a few select participants to identify problems and to make sure that your solution works well for the meeting. Use the dress rehearsal to provide the chair an opportunity to practice how all aspects of the meeting will be handled.

2. Send instructions for your solution with your agenda and materials for the meeting.
3. Consider sending a YouTube video or instructions to assist with the program for your participants at least once, and perhaps for every meeting.
4. Consider what needs to be on the agenda carefully. A virtual meeting is likely not the best venue for matters that require thorough debate or which are hugely controversial. Consider only business that is absolutely necessary.
5. Circulate the meeting agenda in advance and remember to adopt the agenda by way of motion at the meeting.

### **During the Meeting:**

1. Consider whether recording the meeting (which is often an option) is appropriate. If not, ensure the meeting solution is configured to prevent individual participants from doing so.
2. Have an experienced chair run the meeting. It is harder running a virtual meeting than a live meeting. Allow the chair to be focused solely on managing meeting discussions and votes. Allocate all technical responsibilities to others, such as muting mics or monitoring chat.
3. Have another officer (usually the secretary) take notes.
4. If the meeting does not rely upon free-flowing conversation, consider maintaining some control of the meeting through the technical features of the meeting solution.

For example, utilize the organizer’s ability to mute all participants and show only relevant comments. Use the “hand raising” feature or “submitted chat/comments” to control who speaks. Utilize the mute feature if your organization has time limits.

5. Have a list of the participants ready at hand to ensure you can hold roll-call votes.
6. Requirements such as quorum still need to be determined and established at the outset and maintained throughout the meeting.
7. Remember to change the default settings in your meeting solution to suit your needs. Mute all participants and allow only an organizer to ‘unmute’ them if that is desired. Turn off the ability for participants to share their screen. Preset the type of view the participants see if possible and desired. Delegate each of these controls to organizers other than the chair. Determine whether private chats are permissible and between whom and set that before the meeting begins.
8. Prior to the first substantive matter of business, schedule time for the chair to advise the participants of any special rules and of the technical solution’s features. Include the following:
  - a. Explain the rules about muting when not talking or that the chair will do so;
  - b. Emphasize that interruptions are particularly difficult virtually – both to make (i.e. interrupt) and contend with many interruptions;
  - c. Remind them to speak clearly

into the microphone; and

d. Explain clearly how they will indicate that they wish to speak and how they are to vote.

9. Utilize the technical solution's "share screen" (or equivalent) feature to show the agenda when other documents are not being shown. The current motion can also be shown this way for clarity.

10. If everyone except the current speaker is muted and there is no special feature in the meeting solution to allow a participant to easily interject, utilize the chat/comments feature to allow someone the ability to request to be heard. A speakers list may be appropriate. This will require someone other than the chair to monitor the comments and the speakers list.

11. Consider motions to limit debate, the number of speakers, and their allotted time or to set an ending time for debate.

12. Consider having someone ready to move for termination of the meeting when the agenda has been completed.

### **Motions during a virtual meeting:**

13. Motions and voting have to be handled slightly differently at an electronic meeting if participants are muted so they do not talk over each other. If the technology solution you use does not have special features to facilitate this, you can use either or both of the 'raise hand' and the 'chat/comments' functions.

**14. Moving a motion:** A participant signals to the chair that they have a motion by either, (a) "raising their hand" which the

chair will recognize by muting everyone else and unmuting that participant or (b) typing a motion in the chat/comments, which the chair can repeat aloud or unmute the participant to read aloud. Depending on whether the solution indicates the identity of the participant or not, the participants may need to be asked to identify themselves.

**15. Seconding the motion:** The chair asks if there is a seconder and another participant can second the motion by simply (1) 'raising their hand' or by (2) utilizing the 'chat/comments' function and typing that they second the motion.

**16. Restate motion:** The chair should read the motion aloud. The motion should ideally be typed out so all the meeting's participants can see the motion on the screen. This can be done using the 'share screen' function or if that does not exist, using the 'chat/comments' function.

**17. Debate:** The chair invites and controls debate. Clear instructions should be provided to the participants about how they will be recognized. We suggest the chair control who speaks by having an organizer mute everyone and then unmute the speakers one at a time.

**18. Calling the Question:** The 'chat/comments' function may be used to allow a participant to "call the question" to end debate. An organizer should monitor the chat/comments for this possibility and notify the chair if it occurs.

**19. The Vote:** For matters which are not likely to be opposed, the chair can seek adoption by unanimous consent. This is

quite common with smaller groups and may be the way your board of directors or committee already operate. The chair should restate the question and then ask, “Is there any objection to adoption of the motion?” If after a suitable time passes, there is no objection (either unmute everyone or monitor the chat/comments function) the chair can declare the motion adopted.

20. If there is an objection or if the chair believes that is likely, then a vote will need to be taken. It may be possible with a small meeting for the chair to recognize all of the faces and voices of the participants and then the normal approach of calling for the raising of hands or a verbal response may work.

21. With larger groups, it is difficult or impossible for the chair to see or clearly hear everyone’s reaction and so we recommend that the vote be taken by the technical solution’s ‘raising hands’ function if that function is available. This allows an accurate count. While it may be possible to simply unmute everyone and ask them to respond verbally with “yays” or “nays” (or abstentions) the automatic sound leveling features of the microphones of most systems makes it difficult to gauge how many of each vote there really are.

22. If there is likely to be a need for some of the more complex options, such as ballots or if voting cards are normally used because there are different classes of voting rights, it may be necessary to use a separate voting platform or solution. Some of those solutions are listed in Schedule “A”.

23. A roll call vote can usually be carried out in the normal fashion since each person will be responding individually. Everyone should be centrally unmuted so each responder can respond as it is potentially problematic for the individual participant to mute himself or herself, because they may forget to unmute. The chair will need to check if a non-response is really just the person forgetting to ‘unmute’ themselves. There is however some concern that the identity of the voter be verified. If necessary, the chair can require the voter to use the chat/comments section to indicate their vote and at the same time to ensure the disembodied voice actually is the person called upon to vote.

**24. Announce the Result:** The chair should clearly announce the result of the vote.

## **Robert’s Rules of Order:**

1. OREA’s Basic Board By-law subjects meetings of the directors and committees to Robert’s Rules of Order. Robert’s Rules of Order are often unwieldy when smaller groups meet and are, in any event, more difficult to adhere to in a virtual meeting while maintaining control and clarity in the meeting.

Robert’s Rules were formulated when in-person meetings were the only option and assume that the chair and all (or most) of the other participants can both hear and see each other, even when someone else is speaking. When sound can only playback through one speaker, participants who try to speak over each other will not be

understood. Robert's Rules contemplate people being able to interrupt by standing up to be recognized by the chair to raise, for example, points of order. It is difficult to replicate this dynamic in a virtual setting.

2. Consider if you wish to have all of Robert's Rules of Order apply to your virtual meeting. A motion to suspend some or even most of the rules in Robert's Rules of Order is possible under Robert's Rules of Order (Section 25), with some rules needing a 2/3 majority. However, rules contained in the corporation's by-law or that are required by law cannot be suspended. Check your by-laws before considering such a motion and, if necessary, seek the professional advice of your board solicitor and/or parliamentarian.

### **After the Meeting:**

1. Ensure that the minutes of the meeting indicate that the meeting was held by virtual conference pursuant to the Emergency Order allowing for such virtual meeting.
2. Print a copy of the Emergency Order: <https://www.ontario.ca/laws/regulation/r20107> and include this in your Minute Book with the minutes from the meeting.
3. Delete any recording of the meeting after the minutes are confirmed.
4. File the minutes in the Minute Book.

### **Schedule "A"**

Examples of meeting technology platforms available:

- Telephone conference calls (many providers)
- [Cisco WebEx](#)
- [Google Hangouts/Meeting](#) (within G-Suite)
- [Skype](#)
- [Zoom](#)
- [Microsoft Teams](#)
- [Onstream Meetings](#)
- [GoToMeeting](#)
- [Broadridge](#)
- [ClickMeeting](#)
- [Pragmatic](#)
- [WhatsApp](#)

### **Specialized voting platforms include:**

- [Election Buddy](#)
- [Simple Survey](#)
- [Simply Voting](#)
- [Secured Voting](#)

**DISCLAIMER:**

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Further, the products and services referenced in this document (Schedule 'A') are intended and being provided for information purposes only. OREA does not endorse these products and/or services and makes no warranties regarding their suitability and/or fitness for purpose. Member Boards are encouraged to engage in their own due diligence to determine the best product to suit their individual needs.