Prepare for virtual meetings, as pandemic looks to last awhile

As the COVID-19 pandemic spurs cities and states to keep social distancing guidelines in place, nonprofits and their boards must adapt to this new operating landscape by going digital wherever possible—including with their board meetings.

According to Dottie Schindlinger, executive director of the Diligent Institute—the research arm of board management software firm Diligent Corp.—the existing playbooks nonprofits have for conducting business during times of crisis may not be sufficient to weather the COVID-19 lockdowns.

"You can't just rest on your laurels right now," she said. "You really have to be nimble. You have to be able to pivot quickly."

Among other things, that means having a level of technological competence that might have been "optional" for board members in days passed.

"We all really now are forced to be able to operate basic tools" like virtual meeting platforms, webcams, headsets and mobile devices that some have done without up until now, she said. But no longer.

"This is the new normal," she said. "And frankly there's a lot of conversation happening about whether we ever go back to the way things were before this crisis."

For board members, this means getting familiar with all of the office electronics and software available for doing business over the computer—even if that entails spending money and investing in equipment, software and possibly even training that they otherwise might not have a need for.

Schindlinger gave a primer on some of the various equipment boards will need to use for virtual meetings. This may include:

• **Video and web conferencing software.** Two of the most popular right now are Zoom and GoToMeeting, but there are others out there. Based on her 15-plus years of experience, Schindlinger said, they're all pretty similar. Some have different features than others, some have more stability than others, but they all do basically the same stuff. One consideration, though, would be their compatibility with other software that the board uses—like, for example, any board management software that helps facilitate communications, file sharing and more among board members and organizational leadership.

• **Necessary hardware.** Will board members log in using computers, tablets or cell phones? Do they need a webcam on their device? Should they use speakers or headsets? Each have pros and cons, Schindlinger said. However, she suggests devices with a webcam built in, which can be turned on and off easily as needed, and a headset instead of speakers.

• **Webcam backdrops and settings.** If board members will be using webcams, they should be mindful of what their backgrounds look like, she said. Board members should take a look at the space behind them, from the perspective of the camera, to get an eye for what others will see, and tidy up/reorganize as needed so that the board member is the focus, not his unkempt bookshelves or laundry basket.

Other considerations board members should keep in mind when they are taking part in virtual meetings include:

• **Learning to use the mute button.** When you aren't speaking, it's often preferable to keep your device microphone or telephone muted, so incidental noises—especially embarrassing ones—aren't shared with the whole group. "I'm always in favor of that, because we can't control the background noise in our lives," said Schindlinger.

• **Handling distractions and virtual "sidebars."** As Schindingler explains, there are distractions when working remotely that we don't necessarily have when we are meeting physically around the table.

"Like, you might want to go get yourself a cup of coffee and you might decide to just get up and leave the meeting for ten or fifteen minutes, and just let it play in the background," she said. "That might really not be OK, especially depending on what's being discussed at that moment in time."

But if you've got a headset on, or you've got the meeting on your phone, and you're taking the meeting with you to go get that cup of coffee, that might be perfectly fine, she said.

"But, maybe turn your camera off for that particular moment," she said.

• **Dress appropriately.** While it may be tempting to wear more comfortable clothing when taking part in a virtual meeting, a good rule of thumb is to dress as you would if the meeting was in person.

For more information, the webinar, "Best Practices for Virtual Board Meetings During COVID-19," can be viewed at https://bit.ly/3aGan6b. ■

Review standard for full understanding of 'conflict of interest'

Most board members have at least a cursory understanding of what "conflict of interest" means, but some might not know fully what that entails. It's important that they do, as there are many situations where a board member should recuse himself from a vote or input on an organization's decision-making or risk violating state or federal law.

To make sure board members fully comprehend what constitutes a conflict of interest, specifically as it relates to a nonprofit enterprise, they should refer to the BBB Wise Giving Alliance's accountability standard on this topic, as follows:

"Conflict of Interest—No transaction(s) in which any board or staff members have material conflicting interests with the charity resulting from any relationship or business affiliation. Factors that will be considered when concluding whether or not a related party transaction constitutes a conflict of interest and if such a conflict is material, include, but are not limited to:

• Any arm's length procedures established by the charity.

• The size of the transaction relative to like expenses of the charity.

• Whether the interested party participated in the board vote on the transaction.

• If competitive bids were sought and whether the transaction is one-time, recurring or ongoing."

According to the WGA, this standard ensures that the charity is not involved in any business transactions where there are any improper board and/or staff member connections. Such transactions could result in decisions that are not in the best interests of the charity, and violate the board's fiduciary duty to the organization. The WGA cautioned, though, that not every related-party transaction results in a material conflict of interest, as each potential conflict of interest situation presents a different set of circumstances. They should be evaluated on a case-by-case basis.

This is just one of 20 standards the BBB uses to evaluate the accountability of charities. For a more detailed explanation of this standard, visit https://bit.ly/31RfX1g. ■