Virtual Board Meetings: Tips for Health Center Boards
By: Emily Heard, Director, Health Center Governance Training, NACHC

Health center boards must hold monthly meetings with a quorum present. Given limitations on public gatherings and recommendations regarding social distancing during the current COVID-19 pandemic, virtual meetings are currently recommended for health center boards. HRSA addressed this question in its own FAQ document available here. HRSA’s response is as follows:

“...as indicated in the Health Center Program Compliance Manual, where geography or other circumstances make monthly, in-person participation in board meetings burdensome, health centers may conduct monthly meetings by telephone or other means of electronic communication where all parties can both listen and speak to all other parties.”

This short blog focuses on tips health centers can use if quickly adopting virtual meetings or increasing their use of such meetings given COVID-19.

Bylaws
First, health centers should ensure compliance with state laws related to virtual meetings and ensure the center’s bylaws permit such meetings. If your board’s bylaws do not permit meeting virtually, a board can initiate a bylaw amendment. It is important to follow the processes outlined in the health center’s bylaws to initiate such a change. Sample language follows:

The board of directors or a committee of the board may participate in a meeting of the board or such committee by means of telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear and speak to each other.

Health centers will also want to be aware of state laws regarding electronic voting. It can be helpful to consult with an attorney about laws in your state.

Virtual Meeting Platforms
Some health centers have been balancing in-person meetings with virtual meetings for some time due to factors such as the geographical reach of their centers. For others, the current pandemic is prompting quick movement to this format. HRSA requires that “all parties” (e.g., board members) must be able to both listen and speak to one another and so meetings can take place via regular teleconference line or via videoconferencing (discussed in greater detail below). It is also important to know what your state nonprofit corporation law requires.

---

1 Monthly meetings are required under the U.S. Public Health Service Act Section 300-statutory requirements and this requirement is detailed in the Health Resources and Services Administration’s (HRSA) Health Center Program Compliance Manual, Chapter 19: Board Authority.
2 Quorum refers to the number of board members with a vote that must be present at a meeting for it to officially count as a meeting. Each health center board can establish its own quorum requirement (i.e., the minimum number of board members who must be present for business to be conducted) but it must be consistent with state and other relevant laws. Quorum is required for any board to officially act.
3 Language from Ellen Hirzey, Virtual Meetings Untangled (BoardSource, 2016).
4 For discussion of state nonprofit corporation laws, please see Ellen Hirzey, Virtual Meetings Untangled (BoardSource, 2016), page 21.
Regular telephone conference lines are a cost-effective way to bring the board together in this manner. Some boards also opt to use video conferencing. Various online platforms that include the ability for participants to listen and speak to all other parties and see each other via video include but are not limited to:  

- ConX [https://www.infocusconx.com/](https://www.infocusconx.com/)
- Go To Meeting [https://www.gotomeeting.com/](https://www.gotomeeting.com/)
- WebEx [https://www.webex.com/](https://www.webex.com/)
- Zoom [https://zoom.us/](https://zoom.us/)

If your board has not previously used a virtual forum, it can be helpful to provide some initial training to members to quickly ensure that they are comfortable. Understandably, health center staff are focused on service delivery. If the center has a staff member that supports the board, that individual may be able to lead such training virtually; otherwise a member of the board could be designated to do so. Many of the platforms listed above offer “how-to” tutorial videos as well.

It is worth noting that some boards also maintain board portals which is an electronic library of board materials. Examples of providers of these services include Board Effect [https://www.boardeffect.com/](https://www.boardeffect.com/) and BoardPaq [https://www.boardpaq.com/](https://www.boardpaq.com/). Some health centers that have moved document management online also provide iPads or other devices and provide training to board members on how to access necessary materials.

### Preparing for the Virtual Meetings
Planning is important for virtual meetings just as it is for in-person meetings; this includes being sure to:

- Share the agenda and meeting packet in advance
- Prioritize urgent business related to the current pandemic
- Minimize verbal “reporting” at meetings especially if it duplicates materials in the meeting packet
- Provide enough time on the agenda for questions and discussion

### Conducting Meetings
The board may already have meeting norms (perhaps in a Board Culture Statement) and may also have norms that are specific to virtual meetings. If not, it can be helpful to take a few minutes to establish some ground rules, which may include:

- Read meeting materials in advance
- Join the meeting on time
- Use mute when not speaking to minimize background noise
- Minimize distractions to the extent possible (given that realistically members may be balancing childcare, eldercare, and other responsibilities given current circumstances)
- Identify yourself when speaking
- Ask questions, speak up during board discussions

---

5 Inclusion on the list should not, and is not intended to, imply an endorsement or recommendation of a particular vendor/consultant.

6 Inclusion on the list should not, and is not intended to, imply an endorsement or recommendation of a particular vendor/consultant.

7 A sample Board Culture Statement can be found in Appendix 16 of the [Governance Guide for Health Center Boards](https://www.govdelivery.com/articles/health-center-boards).
**Leading Meetings**

Board chairs play a particularly important role in virtual meetings. As chair, be aware that some board members may be less comfortable participating virtually; some facilitation tips include:

- Take roll call at the start to ensure the board has a quorum (see more discussion on quorum below).
- Ask anyone speaking to first identify themselves.
- Allow one person to speak at a time.
- Use facilitation techniques that encourage participation from all (for example, use the board roster and go around the “virtual table” by calling on each board member).
- Encourage discussion (for example, ask questions such as “What other issues should we consider?” and “What do members think?”).

**Addressing Challenges**

Based on reports from health centers, some common challenges are arising related to board meetings at this time as noted below.

- **Achieving quorum** – Monthly board meetings must still have a quorum. It is also important to acknowledge that this is a time of tremendous stress. Board members may be balancing work, childcare or eldercare, and other demands. If a board is having difficulty attaining quorum, the board chair may consider outreach to individual members to encourage participation and discuss any barriers that may be preventing participation in meetings. Boards may need to consider changing the timing of meetings and may need to address other barriers to participation.

  If a board is unable to meet quorum, it may wish to document its attempt in the minutes and the reason quorum could not be met. The board can look to its bylaws for the process and notice required to call another meeting.

- **Following the approach for meeting facilitation outlined in the bylaws** – Some boards use Robert’s Rules of Order, which is very technical and can pose challenges in virtual meetings. If your board is spending more time focused on procedure versus substance, consider an alternative meeting facilitation tool. Some boards instead use general parliamentary procedure. This provides more flexibility for open and strategic discussion; common elements include:
  - Call to Order – Opening of the meeting
  - Motion – Proposal for action
  - Amendment – Modification to a motion before it is passed
  - Adjourn – Closing of the meeting

  Of course, it is important to follow the organization’s bylaws so this may be something a board monitors and addresses through a bylaws amendment as time permits in the future.

**Committees**

Health center boards that utilize committees to review items and make recommendations to the board, will also likely convene committees via virtual meetings during the pandemic. Boards can use the same meeting platforms and general tips as noted above for committees as well.

---

8 Tips from BoardSource, *Virtual Board Meetings* and Ellen Hirzey, *Virtual Meetings Untangled* (BoardSource, 2016).
9 See Chapter 3 of Ellen Hirzey, *Virtual Meetings Untangled* (BoardSource, 2016).
10 See footnote 2 above.
11 For other alternatives, see [http://www.legalcenterfornonprofits.org/2014/05/13/roberts-rules-not-needed/](http://www.legalcenterfornonprofits.org/2014/05/13/roberts-rules-not-needed/).
**Additional Information**
Additional information is available from BoardSource. BoardSource is temporarily offering its online publication, *Virtual Meetings Untangled*, at no cost; this publication provides information on planning for, facilitating, and conducting virtual board meetings.

**Questions?**
- If you have questions about COVID-19, please visit https://www.cdc.gov/coronavirus/ or http://www.nachc.org/coronavirus/, or contact preparedness@nachc.org.
- If you have a general health center governance question, please contact Emily Heard, Director of Health Center Governance at trainings@nachc.org.

*Note: This was originally authored for the NACHC blog week of March 23rd, 2020. NACHC wishes to acknowledge tips from Ammonoosuc Community Health Services, Inc. (NH), HRHCare (NY), and MHC Healthcare (AZ).*

This project is supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS) as part of an award totaling $6,375,000 financed with non-governmental sources. The contents are those of the author(s) and do not necessarily represent the official views of, nor an endorsement, by HRSA, HHS, or the U.S. Government. For more information, please visit HRSA.gov.