

SAMPLE PARTICIPATION VIA ELECTRONIC MEDIA POLICY

To meet their Duty of Care responsibilities, which ultimately ensures optimum organizational effectiveness, it is crucial for board directors to actively participate in board meetings. But, given life's unexpected turns and our increasingly mobile and demanding society, it is not always realistic for directors to be physically in attendance at all meetings. Fortunately, today's technology makes participation possible, even when a board director cannot make a meeting in person.

The use of such technology comes with a downside, however. When people participate via electronic media, there tends to be less trust of and less comfort with co-directors, because people don't really get to know one another. In addition, there is often the tendency to do other work concurrently. These factors result in less engagement and commitment.

Therefore, while this organization's bylaws and state statutes permit electronic participation in lieu of physical attendance, our policy regarding participation via electronic media is as follows:

1. A director may only participate in board meetings electronically after s/he has attended at least two meetings in person, so that the director is a known entity to the rest of the board.
2. A director may only participate in two meetings per year via conference-calling. It is requested that s/he give full attention to the board at those meetings.
3. A director may participate in up to half of the board meetings via video-conferencing where s/he may see and be seen by all, though in-person attendance remains preferred.
4. A director's participation electronically shall/shall not be counted toward the quorum for the meeting.