Agenda

1. Spreds: Who we are

2. The new normal: hybrid meetings – are they legal?

3. Practical problems from the field...

4. ... and tips and tricks to avoid them!

5. Conclusion

I. Spreds: who we are

- Spreds is a SaaS platform for the digital management of stakeholders (members, investors, …). The platform focuses on companies and non-profits and offers digital tools that allows them to manage their stakeholders in an efficient and fully compliant way.

- Accessible via spreds.pro, the platform offers currently three tools:

eGovernance	eFundraising	ePooling

- Spreds has a team of 7 people based in Brussels and headed by Charles-Albert de Radzitzky, CEO (lawyer by training).

- With more than 250 clients and more than 50,000 users, Spreds has established itself as a leader in the digital management of stakeholders. **Its eGovernance tool was used to organize over 200 meetings for more than 10,000 participants present in over 65 countries.**

2. The new normal: hybrid meetings – are they legal?

- Context: in a post COVID but also 2Ist century world, using digital tools has become the norm. In the associations' world, the current trend is to move towards **hybrid meetings** that allow members to chose whether they want to attend meetings on site or remotely.

- Is this legally possible? Yes! All associations, according to the Belgian law and irrespective of what their articles of association say, can:
  - ✓ Use digital tools to help prepare their general assemblies (registration, proxies, …);
  - ✓ Organize the actual meeting and thus votes of **all** their general assemblies with the aid of a virtual tool (for all or part of their members, which means that some can be present physically while other are remote).

2. The new normal: hybrid meetings – are they legal?

- What are the conditions to allow and organize a remote vote?

  ❑ The board of directors must decide to allow members to participate remotely;

  ❑ The convening notice must describe precisely the process to be able to participate remotely;

  ❑ The system must provide a strict control of the identity and capacity of the participants;

  ❑ The system must allow for a direct, simultaneous and continuous participation to the meeting;

  ❑ The system must allow members to be able to participate in the deliberations and to ask questions;

  ❑ The system must allow members to vote on each item on the agenda;

  ❑ The technical issues must be listed in the minutes.

3. Practical problems from the field...

LouRIM (UCLouvain) has conducted a survey in 2021 that showed three main categories of issues faced by general meeting organizers:

I. <u>**Reaching and verifying the desired participation level (56%)**</u>
- Getting members to attend has always involved a lot of effort (even before COVID, because of distance, cost of travelling, …), although it is obviously crucial, whether to reach a quorum or simply to have a high participation rate;
- To get there, organizers try to get members to answer to the invitation and preferably register for the meeting, which proves difficult (10%), especially when members need to delegate the voting to one of their employees;
- Even when the threshold seems to be reached, no-shows are unavoidable;
- Verifying the attendance list is also difficult, as organizations often have to :
  - Deal with the technical connection issues of their members (19%);
  - Let members sign a printed sheet (for physical meetings) or do a roll call (for virtual meeting) which is sometimes inaccurate (especially in case of weighted votes and/or hybrid meetings) and isn't automatically linked to a voting tool. When allowing remote votes, the **attendance should be tested at every resolution**, which makes it even more difficult.

Note:
The numbers between brackets are the % of respondents having indicated facing this issue. When no number is given, it means that the answer was not provided in the proposed answers and was either added by the respondents themselves or collected by Spreds when providing support services during general meetings of its clients.

3. Practical problems from the field...

2. **Ensuring the legal validity of the meeting (20%)**
   - Organizations often struggle with the way to prove the legal validity of their meeting;
   - Some lack the knowledge on how to properly draft the convening notice (9%);
   - Organizations are sometimes unsure as to how to draft or validate the minutes, especially in a virtual or hybrid setting (17%);
   - With the new law, questions came up about how to manage a technical issues log (12%);
   - Also with the new law, organizations start to realize they need to verify the identity of the participants (7%), especially in case of delegates;
   - Some questions also arose around the physical presence of the bureau (5%);
   - The management and count of the votes is also a concern (12%) especially with remote voting (e.g. how to prove that only registered members voted or that no member voted twice), a large number of participants, different categories of members and/or weighted votes. This can lead to delayed results or inaccuracies (e.g. some voting tools simply cannot handle weighted votes or multiple choices or second round for elections);
   - With digital tools, new issues arise, like the IT security and GDPR compliance.

3. **Reducing the time and cost spent on the organization of the meeting (12%)**
   - Organizations often use different tools like excel, Eventbrite, etc. to handle the (follow-up of the) registrations but struggle to keep track and to link those tools with their voting tool;
   - This is especially true for the management of proxies that are often received by email (or worse, by regular mail) and need to be manually listed, with a high risk that some will need to be re-assigned;
   - Roll calls or printed attendance lists to sign significantly lengthen the meetings;
   - Organizers know that they often have to handle exceptions (late registrations, changes in delegates, ...) which takes time and increases the risk of mistakes, resulting e.g. in members not being able to vote;
   - Physical meetings and voting hardware are often very expensive (and frustrating in case of a high number of no-shows);
   - Organizations often have trouble creating an interactive debate (34%), even in physical meetings, while keeping the time in check.

4. ... and tips and tricks to avoid them!

Before the meeting

- Re-read your articles of association and the law before sending your convening notice;
- Have a formal decision of the board of directors regarding the process for the general meeting (registration, voting process, ...);
- Don't hesitate to ask questions to a lawyer (it is cheaper to ask before problems arise!). We often collaborate with EY Law's INPA's department headed by Antoine Druetz;
- Carefully select the tools you will use:
  - Make sure they are in compliance with the Belgian law and with the GDPR regulation;
  - **Make sure they allow you to set them up properly according to your articles of association and the law**;
  - Don't necessarily go for a all-in-one tool. As an example, voting tools that incorporate video-conferencing will probably not be as good as the video-conferencing tool you already pay for, which can lead to technical issues (and increase the internet connection problems of your members) and thus jeopardize the legal validity of your meeting;
  - Make sure you have enough flexibility built-in as all doesn't always go according to your plan (members will ask you to register them, members will be late and you will need to re-launch the voting, 2nd rounds happen in elections, ...);
  - Make sure they provide you with strong third-party (unalterable audit log) proof (also for proxies) of the legality of your meeting.

4. ... and tips and tricks to avoid them!

Before the meeting

- Have a well-planned **registration** process in place:
  - Keep track of the official email address of your members, not only for the convening notice but also as identification method for the votes;
  - Ask your members that are organizations themselves to confirm their **delegate** and adapt your register consequently;
  - Set the registration deadline 2 days before the actual meeting, giving you the chance to organize yourself accordingly (adapt the size of the room, get a few more people to attend if needed or, worst case, postpone);
  - Ask your participants to register in advance, and remind them as often as necessary!

- **Allow and even encourage proxies**:
  - They are the best way to increase attendance;
  - When a member tells you he will be absent, insist on a proxy (voting instructions are often allowed);
  - Ideally, have your proxies integrated in your voting tool.

4. ... and tips and tricks to avoid them!

Before the meeting

- Send comprehensive documentation in advance in order to avoid lengthy discussions and unnecessary explanations during the meeting;
- Allow your members to ask questions in advance. You can answer them in advance (and make the answers publicly available) or during the meeting.
- Set clear **roles** for your team members:
    - 1-2 person(s) should handle the registration process and, during the meeting, technical issues of your members (connection, ...) and/or the chat (make sure the questions are answered);
    - 1-2 person(s) should handle the video-conferencing tool and/or the power-point presentation;
    - 1 person should handle the voting tool;
    - 1 person should be leading the meeting (chair).
- Organize a **rehearsal** with the key people involved before the meeting.

4. … and tips and tricks to avoid them!

During the meeting

- Start the meeting early and make sure everyone knows how to connect and vote (have a **test vote** at the start to put everyone at ease);
- State the rules clearly at the start of the meeting:
  - Cut your camera and micro when not speaking;
  - Ask people to raise their hand or ask their questions in the chat (depending on the number of participants). The convening notice should indicate how questions will be allowed to be asked;
- You don't necessarily need to give detailed results, but if you do, make sure you can trust them (especially in case of multiple categories and/or weighted votes). Otherwise, you can always send them with the minutes afterwards
- Take notes, especially of the technical issues encountered (if they don't change the result, they don't harm the validity of your meeting, as long as they are mentioned in the minutes).
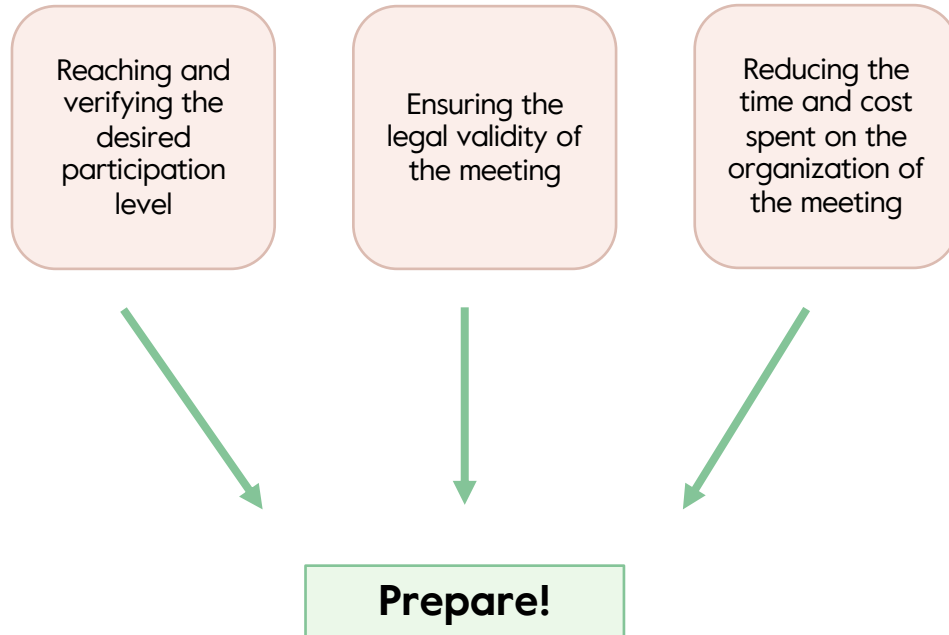
4. ... and tips and tricks to avoid them!

After the meeting

- Draft your meeting minutes carefully and include the **technical issues** (more is better);
- Make sure you have access to the audit logs and/or technical exports from the tools you used for at least 6 months after the meeting.

5. Conclusion

3 main issues…

Reaching and verifying the desired participation level

Ensuring the legal validity of the meeting

Reducing the time and cost spent on the organization of the meeting

… 1 solution

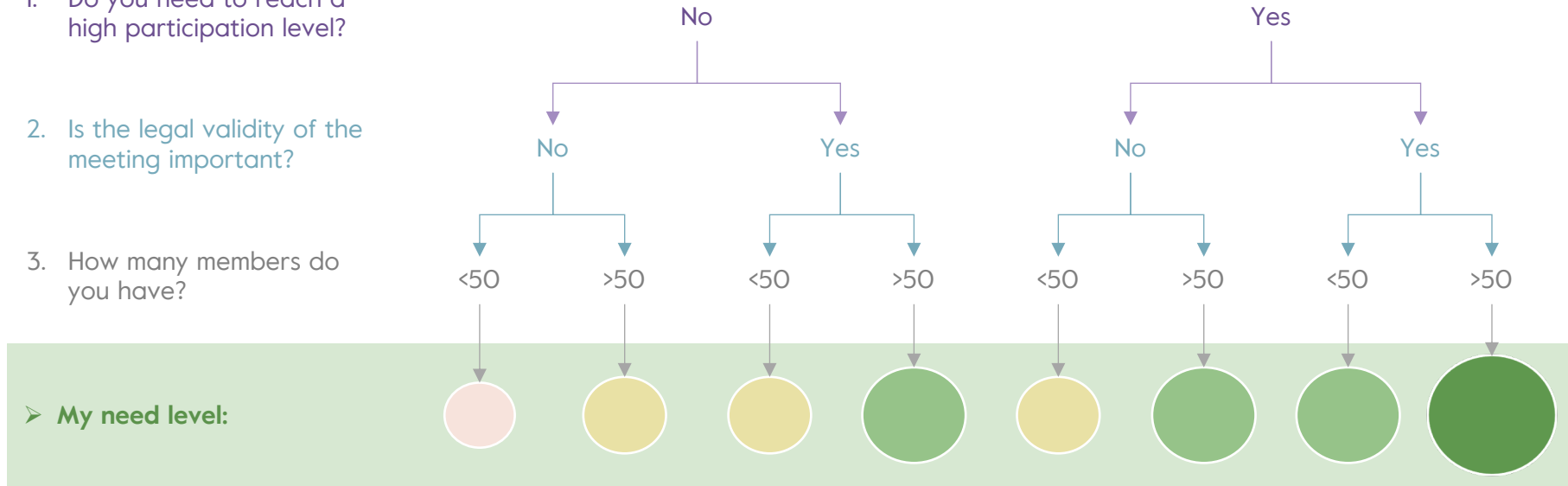**Prepare!**

5. Conclusion

Do I need a digital tool for this? 3 questions:

I. Do you need to reach a high participation level?

2. Is the legal validity of the meeting important?

3. How many members do you have?

➤ **My need level:**

No   Yes

No   Yes   No   Yes

<50   >50   <50   >50   <50   >50   <50   >50

Very high need   High need   Moderate need   Low need

5. Conclusion

Why would I need a digital tool? How does it help?

1. Need to reach a large participation level

To increase participation, your members need a simple way to register, indicate their delegate or to send a proxy. A digital tool will encourage your members to register or send a digital proxy, and help your you keep track and get to the desired participation level in a very efficient way.

2. The legal validity of the meeting is important

Being able to ensure and prove the respect of the applicable legal rules is key. A third-party digital tool gives you a very solid legal proof of the validity of the meeting, a.o. thanks to an audit log of everything that happened before and during your meeting.

3. Large number of members

This makes the organization of your meeting time consuming and expensive. A digital tool will help you streamline your process by automating tasks (registration, votes, count of votes, …) and thus reducing your costs.

5. Conclusion

In order to help you prepare, we offer you, as FAIB members, a **free consultation** to go over your situation. During that session, I will personally give you advice. You can book your session via this link: **calendly.com/charles-spreds.**

It is our believe and experience that a **digital tool** can help you better prepare, especially if:

• you need to reach a large participation level; and/or

• the legal validity of your meeting is sensitive; and/or

• you have a large number of members.

During the consultation, I will show you how our tool can help you better prepare and... as FAIB members, you will benefit from a **25% discount** on your first year's subscription, should you decide to use our tool!

How to benefit from this discount?
➢ **Book your free consultation before April 15th and mention "FAIB2022" in the comments.**

Questions?

LouRIM (UCLouvain) are conducting the survey again this year. We are supporting this survey, so, if you want us to gain better insight and thus better help the INPA's, take 5 minutes to fill it in!
https://form.typeform.com/to/XMFkhXaN?typeform

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