

## **COVID-19 PLANNING – BOARD MEETINGS**

23<sup>rd</sup> March 2020

Dear Member,

A key component of your co-operatives Coronavirus planning surrounds the manner in which the board/committee of management will do its work.

Two questions arise.

1. Should board meetings continue to take place or should they be postponed indefinitely?
2. Should board meetings be convened in an alternative manner to the customary physical sit down method?

### **CONTINUE TO MEET OR POSTPONE?**

Member participation and control are key tenets of the co-operative model. Between AGMs the board management function is the default expression of this principle. It is important that it be preserved especially in these times where the interests and health of co-operative stakeholders is of such acute concern.

While some co-operatives may have scope within their rules to lengthen the intervals between meetings it is the ICOS position that, where possible, the elected committee/board members continue to exercise their duties by deliberating with each other and arriving at decisions coming within their remit.

### **HOW TO DELIBERATE?**

The default mode for board deliberation and decision is through the customary, face to face, board or committee meeting. All ICOS rule books reflect this default preference.

Some rule books do provide for alternative means but for the vast majority there is no such express solution.

Conscious of this limitation, the Board needs to consider what is reasonable and effective in these circumstances.

ICOS is of the view that Boards should strongly consider holding meetings by teleconferencing or other digital means on a temporary and assisted basis.

In particular, your Board should consider:

- Identifying a teleconference or digital platform tool that could be trialled (ICOS is currently experimenting with some and we will be happy to assist and advise on such options);
- Communicating with all board members in advance of proposed trial meeting re: their ability to access (e.g. do a dry run call between Secretary and Chairman and each ordinary committee member");
- Opening the meeting with frequent checking by Chairman that every attendee can hear clearly and contribute effectively;
- Checking in live time each person's understanding of any resolution/decision being debated and noting where a show of hands or other challenges might emerge;
- Closing the meeting with resolution that (a) the Board agrees to continue for foreseeable future with meetings via this channel (or an improved alternative) and (b) the continuation of this mode will be subject to a decision of Chair (and Vice Chair where position exists) in consultation with Secretary.

### **CONCLUSION**

In the absence of a clear and unequivocal provision (legal or administrative) for this dilemma it is the ICOS position that the balance between public health and good co-operative governance can - in the short term at least - be best served by at the very least trialling a remote access solution as noted above.

There will of course be challenges on member technical ability, software quality and the importance of heightened attention to detail by Chair and Secretary alike.

The above is subject to ongoing HSE guidelines with respect to human interaction - we are advising in the expectation that the situation will inevitably change.

Finally, it is for you and your board/committee to consider and decide upon your options. ICOS will at all times be available to assist you in relation to these matters.