ASOIF Governance Support and Monitoring Unit

Guidance notes for IFs considering holding virtual General Assemblies

Updated 3 December 2020

1   Context

The ongoing global pandemic has severely restricted large meetings held in-person in 2020 and will likely cause further disruption in 2021. Several IFs have already held virtual General Assemblies and Congresses in 2020. This document provides some notes and guidance for those considering doing so in 2021.

The guidance builds on the ASOIF Governance Support and Monitoring Unit document from April 2020: "Notes regarding scheduling of IF, Continental and National Federation General Assemblies".

ASOIF is grateful to the IOC, BWF, FEI, FIBA, FIFA, ITTF, World Rowing, ASOIF Legal Consultative Group (ALCG) and ASOIF Technology and Innovation Consultative Group (TICG) who provided helpful insight based on their experiences.

2   Need for legal input

This document does not constitute legal guidance. It is recommended that IFs take appropriate legal advice before making what are clearly important decisions for the organisation and their members. Precise legal requirements may vary depending on the type of legal entity involved and on the country in which they are legally domiciled.

3   Overall objectives

It is important to keep in mind the overall objectives of a General Assembly:
- To report to members on activities and finances
- To provide a forum for members to contribute to decision-making, ask questions and provide input
- To approve or ratify internal rules and regulations which are binding on the members
- To make changes to the Executive Board (and often other committees)
- To meet statutory requirements, both relating to the organisation's governing document and legal obligations

All decisions on the approach and systems to be used should be tested against these objectives, focusing on the best interests of the organisation and the sport.

Other stakeholders should also be treated fairly, such as the intended hosts of future General Assemblies.

4   Considerations for virtual General Assemblies

4.1   Range of possible options

The General Assembly takes place within parameters which are mainly determined by:
- The relevant domestic law (including any temporary COVID-19 restrictions in place)
- The Statutes / Constitution

It is important to look carefully at both before deciding on a course of action.

If the Board determines that it is prudent to consider options other than a traditional, face to face General Assembly in a conference hall on the scheduled date, there are several possible options:
- Plan a virtual General Assembly, if permitted
- Delay convening the General Assembly, if notice has not yet been issued
- Postpone the General Assembly, if permitted under the governing document(s)
- Start and then adjourn the General Assembly due to lack of quorum to allow it to be re-scheduled (the Statutes/Constitution may allow for this)
- Conduct a hybrid General Assembly, if permitted

In an evolving situation, these options are not mutually exclusive. For example, an initial decision may be taken to postpone a General Assembly with the hope of conducting it in-person but ultimately it may have to be a virtual meeting due to restrictions in place.

Example:
- ITTF postponed its Annual General Meeting in February 2020
- ITTF later confirmed that the postponed Annual General Meeting would be held in a virtual format

4.2   Making the decision

- Executive Board members may have to reconcile their duty to act within their legal powers and their overall duty to act in the best interests of the organisation, particularly if the Statutes/Constitution do not permit a virtual meeting
- Executive Board members with a personal interest due to elections should not be involved in the decision; if this conflict affects all Board members then it may be appropriate to appoint an independent committee to advise the Board
- Ensure that the Executive Board has an opportunity to consider the options properly, taking account of financial and logistical matters
- Explain transparently and in advance to members and stakeholders the rationale for the decision reached
- Making a reasoned decision well in advance is probably preferable to being forced into a late change by circumstances
- Precedents set by other organisations may inform the decision (but the precise circumstances of each organisation will be different)
- Keep detailed records of decisions and how they were reached in case of queries at a later date
- Consider seeking retrospective ratification of the decision, if needed

4.3   Consulting membership and stakeholders

Faced with such an important decision, it may be desirable to consult the membership and other relevant stakeholders, including the intended host of the General Assembly.

Example:
- The International Skating Union organised a vote of its members, who approved a decision to postpone the 2020 Congress to 2021

4.4   Amendments to Constitution/Statutes regarding scheduling of General Assembly

Amendments to the IF's Constitution/Statutes may be required to allow the organisation to hold the General Assembly in a virtual or hybrid format.

Example:
- FIFA made changes in its Statutes in order to hold future virtual Congresses based on its own regulatory framework instead of special measures implemented by authorities – see Articles 25, 26, 9

- ITTF proposed amendments to its Constitution to allow the Annual General Meeting to be held virtually – see Articles 1.5.1.5.1, 1.5.1.5.2, 1.5.2.4

- World Triathlon proposed amendments to its Constitution to allow the Congress to be held in a hybrid or virtual format – see Article 23.2 and 23.3 on page 161

Another option may be to pass a special or temporary resolution to allow the holding of a virtual meeting.

Example:
- World Sailing passed a special resolution "Temporary Measures due to Coronavirus"

5   Arrangements for a virtual General Assembly

5.1   Scheduling

- Most IFs have members in all continents. Unfortunately, it will be difficult or impossible to find a time of day that suits everybody
- Several IFs have held global meetings around the middle of the day CET, but others may decide that another time is more appropriate
- It may be desirable to have several sessions at different times of the day
- Make sure that meeting invitations explain clearly the timings and time zone

5.2   Videoconferencing

Most IFs and other organisations have used specialist webinar software for their General Assemblies as opposed to their usual online meeting software.

Webinar software is considered more suitable for hosting an online meeting such as a General Assembly due to the larger number of attendees.

There may be a legal requirement that all participants in a General Assembly are able to hear and see each other simultaneously in order for the meeting to be valid. This does not prohibit appropriate mechanisms for controlling those who can speak, but an inability to participate effectively in the meeting may render its proceedings invalid.

The software is likely to include features such as:
- Built-in registration management tool to validate delegates and to enhance cyber security. Some IFs and organisations have chosen to integrate their own in-house membership management systems with the webinar software, such as the IOC and World Taekwondo
- "View and listen only" format: in contrast to an online meeting, the delegates will see and hear the speakers, but they will not be visible to the speakers and other delegates. This allows for much simpler technological "housekeeping" with regards to microphones and cameras
- "Request to speak" function: the delegates can request to speak or ask questions via video link by using the "raise hand" button. This can help the organisers streamline the Q&A session and keep track of the requests efficiently
- Ask questions by text: the delegates can post questions and comments using the text Q&A or chat function. This offers an alternative option for those who do not have fast internet connection to speak via video link
- Detailed event logs generated automatically after the event is concluded. The logs typically include a delegate count, login and logout time, video link record, text exchange, etc.

However, limitations of the webinar software are observed:
- Signal delay of 15-25 seconds for some software. Due to the software data packaging and transmission, the actual image and voice from the speakers may take around 15-25 seconds to reach the delegates, i.e. what the delegates see and hear at a particular moment took place 15-25 seconds earlier
- Perceived lack of interaction. Because of the "view and listen only" format and the signal delay, some delegates might be less willing to participate in the discussions

Providers of webinar software used by IFs include (note that these products are slightly different to the usual online meeting software provided by these suppliers):
- BlueJeans Events
- Zoom Webinar
- Kudo

5.3   Remote electronic voting

A suitable technology solution should be chosen to conduct voting, in addition to the video conferencing software.

Several IFs and other organisations in 2020 have worked with separate remote voting and video conference providers (i.e. using at least 2 different tabs on a web browser during the meeting). Alternatively, the provider may have a mobile app which delegates can install and use through their mobile device.

Providers of software that enables online voting already used by IFs include:
- Lumi
- Gahrens & Battermann

Some IFs and organisations have integrated the videoconferencing within the voting platform, enabling delegates to watch the meeting and vote in the same browser tab simultaneously. This is, however, less common at present. In time, there may be more software providers that would be able to combine these functions.

Software that combines video and voting generally does not enable the delegates to speak via video link as the video is simply a livestreaming window. However, the delegates will be able to post questions and comments by text.

Examples:
- BWF integrated their AGM video livestream into the voting platform. The delegates were requested to write their questions or comments in a written format during the meeting. BWF also hosted a series of online conferences with its members prior to the AGM in order to discuss proposals and submit questions in advance.

5.4   Voting by e-mail

Some IFs have chosen to conduct voting ahead of the General Assembly by email or other remote electronic means, overseen by an independent scrutineer to ensure the anonymity and integrity of the process.

Examples:
- World Rugby usually elects their President at a Council Meeting. The 2020 election was conducted ahead of the meeting, overseen by an independent vote chair.

- World Sailing conducted an online vote for the election of the President and Vice Presidents with oversight from an independent scrutineer.

5.5 Livestreaming and audio-visual technology

Traditionally, many General Assemblies are open to observers, media and the general public. When hosting the General Assembly virtually, organising a livestream can maintain that transparency. Livestreaming the General Assembly may require an approach similar to a broadcast production rather than a conventional online meeting.

Some IFs have commissioned an audio-visual (AV) or event management company to handle the livestreaming and all the audio-visual equipment, including cameras, audio, stage design, etc. Outsourcing the audio-visual work can enhance the quality of the image, sound and technological workflow but the costs are considerably higher than conducting the meeting in-house.

Examples:
- IFs and organisations that have commissioned an AV or event management company include: BWF, ITTF, ITF, IIHF, UCI, GAISF, ARISF

Several IFs and organisations, including ASOIF and the IOC, have chosen to organise the livestream and audio-visual procedures in-house. In order to achieve high quality audio-visual production, various technology and equipment are often required:
- Multiple high-definition (HD) webcams or digital single-lens reflex cameras (DSLRs) placed at different angles pointing at and focusing on each speaker
- Meeting microphones
- Lighting: studio light or natural light
- Stage design, including branding, backdrop, overall presentations, etc

YouTube is the most common livestreaming platform used by IFs. Some video conferencing and webinar software have a built-in function to livestream the meeting directly on YouTube. However, if such a function is lacking, third-party livestreaming software is required to capture the "delegate's view", i.e. the image and sound that an attending delegate sees and hears, and then livestream it on YouTube.

Webinar software that has built-in YouTube livestreaming function:
- [Zoom Webinar – YouTube streaming](#)

Third-party livestreaming software already used by IFs and other organisations include:
- [Open Broadcaster Software (OBS)](#)
- [vMix](#)
- [XSplit](#)

5.6 Simultaneous Interpretation and closed captions

Several IFs have provided multi-lingual simultaneous interpretation (SI) during the General Assembly. Some video conferencing and webinar software has a built-in function to allow interpreters to conduct SI in different language channels, which the delegates are able to select. If such a function is lacking, a third-party remote interpreting platform is required to provide SI separately from the video conference software.

Bear in mind that external observers following a livestream will not be able to benefit from SI. It may be worth considering having some observers included as participants but without the right to speak.

Some IFs, including ICF, have considered enabling closed captions or subtitles during the meeting in order to ensure the accessibility for delegates who are hard of hearing. The captioning is usually conducted either by a stenographer or an automatic captioning software. Some video conferencing software has a built-in function to allow a stenographer captioning live during the meeting.

Video conferencing software that has built-in multi-lingual SI channels:
- Zoom – interpretation in meeting and webinars
- Kudo – multilingual meetings

Remote interpreting platform used by IFs include:
- Interprefy

Video conferencing software that has built-in closed captioning function:
- Zoom – closed captioning

5.7 Guidance notes and FAQ for members

After the technology solutions have been agreed and tested, a document can be provided to members with the joining instructions for the virtual General Assembly. This should be distributed well in advance and will probably cover:
- Joining instructions for the video-conference system, including dial-in details as a back-up, if possible
- Login credentials for the voting system (likely to be provided separately in a secure email to each voting delegate with a unique password) – it is worth following up to check that these details have been received
- Usage tips for video-conferencing – mute and unmute, whether or not all participants will be visible etc.
- Overview of how to use the voting system (perhaps with a disclaimer that if a member fails to vote due to failure of technology operated by the member, it is their responsibility)
- Dedicated contact (email and/or phone) for technical queries

For delegates who are unable to attend a test/training session, a FAQ-type document could be produced.

It is often preferable for participants to have two screens in use but this should not be essential to follow the meeting and contribute effectively.

Examples:
- ASOIF Virtual General Assembly 2020 Technology Guide
- BWF Virtual AGM 2020 Q&A
- ITTF Information Technology solutions

5.8 Testing and rehearsals

- Ideally, one or more tests or training sessions should be conducted in the days ahead of the meeting, initially internally and then with members so that members and presenters can ensure the joining instructions and technology solutions work using their laptop/phone etc.

- Consider providing one or more remote voting training sessions in the days ahead of the meeting, ideally with all the voting delegates participating in order to ensure that they become familiar with the system
- In the rehearsal check the room(s) and equipment to be used by the President and other key presenters to ensure that the lighting and sound levels are suitable

Example:
- BWF conducted various consultation sessions ahead of their Virtual AGM

5.9 Contingency plans

- Do some scenario planning for different types of potential failures, such as loss of electricity, loss of internet connection, equipment malfunctions, etc.
- Make contingency plans according to different scenarios and run a drill for each scenario
- One example of contingency planning is to make sure that at least two people in different locations on the day have a contact list for all of the participants

5.10 Appointing independent scrutineers

A number of IFs have appointed independent scrutineers or notaries to oversee their General Assembly, particularly when important votes are taking place. It may well be worth considering this option for a virtual General Assembly to provide an extra level of reassurance.

Example:
- World Rugby used PwC as independent auditors for their recent election votes, which took place virtually

- ASOIF appointed a public notary to oversee the voting at their virtual General Assembly

- World Sailing - the special resolution mentioned in Section 3.3 required World Sailing to appoint an independent scrutineer to oversee an electronic ballot

5.11 Agenda and distribution of papers

- The usual agenda may be revised to make the meeting shorter and more suitable for a virtual format. It may be helpful to include timings
- Consider whether there are agenda items requiring little discussion that could be dealt with separately (i.e. saving only agenda items with the highest priority for the virtual General Assembly). For example, certain reports from committees or commissions could be written and pre-recorded for distribution to members
- Should the meeting be scheduled to run for a longer period, experience suggests that each session should last no more than 2 hours. Everybody will appreciate it if the meeting runs to time
- Consider publishing the papers on the website to allow easy access for the members
- If the papers are considered confidential, consider use of a secure portal, although not all members may be able to use them

- Distribution of papers by e-mail can lead to security risks. Consider using password-protection with the password sent separately
- Suggest to participants that they print off the agenda. It may be helpful if the agenda includes page numbers or document references
- All presenters should provide their slides and/or documents in advance

Example:
- BWF provided all reports/presentations in a series of webinars ahead of the virtual AGM. All votes were then conducted on the day of the AGM

6   Conducting the meeting

- Identify your operations team with each member assigned specific responsibilities to operate the technology: switching camera, audio tuning, screensharing presentations, monitoring and managing video requests, monitoring text questions
- Thorough preparation and rehearsals will make everybody more confident about a successful meeting on the day
- Do what you can to prevent interruptions from phones, doorbells, deliveries etc. at locations where key individuals are based
- Consider re-sending the meeting access details an hour or so before the scheduled start
- "Ground rules" are important so that delegates know how they can contribute to the meeting and also what to avoid
- Agree among the IF leadership how you will communicate if you will not be in the same location – WhatsApp is often used
- It may be helpful to have a "host" or "moderator" for the meeting who is not the Secretary General or President so that each person can focus on their proper role. It may be the host or another individual who has the lead technical control. Consider whether having a number of hosts/moderators will help with the flow of requests
- Start the meeting at least 30 minutes early to allow for technical issues to be resolved with an appropriate holding / countdown message on screen
- The software will probably provide a list of delegates – consider whether or not a traditional roll call is needed
- Inform delegates if the meeting is being broadcast (e.g. on YouTube) and if it is being recorded
- Have IT support on standby in case help is needed with different options for reaching them
- If there is a significant technical failure adjourn the meeting for a short period of time to see if the issue can be resolved and implement your contingency plans

7   Chairing, presenting and contributions from meeting participants

- The role of the chair of the meeting – usually the IF President – is to conduct the meeting, ensure there is proper debate, obtain the view of the members and reach decisions where needed (including by votes). The overall task is probably more difficult in a virtual meeting than face to face
- The President should be proactive in leading and managing the meeting, with assistance from Secretary General and/or others
- The President should introduce each agenda item and pass on to each presenter
- Presenters should indicate clearly when they have finished speaking

- The President should ask for questions after each agenda item, reminding people to be clear and concise, staying on topic
- If questions are asked within the chat function, read the question out as it may not appear on the livestream
- Once there has been adequate opportunity for comment, the President can move on to decision-making
- A formal process for agreement or disagreement will be needed instead of nods or a quick show of hands which would be possible in a conference room. This may result in more votes than has been usual in previous General Assemblies
- At the end of the agenda item the President should state clearly what has been agreed
- As in any other meeting, if there is no agreed outcome the President may need to determine the next course of action, such as delegation to a committee for further discussion
- A presenter or co-host may share their screen to show slides and documents. If screens are not shared the presenter should indicate page/slide numbers so that participants can follow
- Each participant should stay on mute unless they are speaking. This is often controlled centrally
- The organisers may consider requesting the presenters to pre-record their presentations if they do not have sufficient internet bandwidth in order to reduce the risk of technical failures during the meeting. The presentation will be played as a video by the organisers during the meeting
- Participants may be able to "raise a hand" or indicate in some other way when they wish to speak. Often this function is visible to all participants. It should be explained to participants how this works
- If somebody wishes to speak but proves unable to do so for a technical reason they can be invited to contribute later in the meeting instead, once they have received support

8   Post-General Assembly Survey

It may be helpful to conduct a survey of delegates who attend the virtual General Assembly to get their feedback.

Example:
- [BWF published the results of their survey following its Virtual AGM in July 2020](#)

9   Selected resources

9.1   Switzerland

Swiss Federal Office: Swiss Civil Code and Coronavirus measures and ordinances
The Swiss Federal Office of Public Health publishes regular ordinances on the restrictions in place.
https://www.bag.admin.ch/bag/en/home/krankheiten/ausbrueche-epidemien-pandemien/aktuelle-ausbrueche-epidemien/novel-cov/massnahmen-des-bundes.html#-1863604723

For example, see Ordinance 3 Chapter 4 – Company Meetings:
https://www.admin.ch/opc/en/classified-compilation/20201773/index.html

Articles 60, 64-68 of the Swiss Civil Code:
https://www.admin.ch/opc/en/classified-compilation/19070042/index.html#id-ni2-ni6-ni8

9.2   UK

The Chartered Governance Institute
The Chartered Governance Institute published updates on the impact of Covid-19 and the holding of Annual General Meetings (AGMs). Produced jointly with law firm Slaughter and May and the Financial Reporting Council, these documents outlined the key questions for companies in considering their contingency plans for holding AGMs:
https://www.icsa.org.uk/assets/files/pdfs/guidance/agms-and-impact-of-covid-19-web.pdf

Updates to the guidance have since been published:
https://www.icsa.org.uk/assets/files/pdfs/guidance/agms-and-impact-of-covid-19-supplement-web.pdf

Good practice guidance for virtual board and committee meetings:
https://www.icsa.org.uk/assets/files/pdfs/guidance/good-practice-for-virtual-board-and-committee-meetings-web1-002(1).pdf

Sports Governance Academy
The Sports Governance Academy published a blog in April 2020 explaining some key considerations for national governing bodies of sport and their AGMs:
https://sportsgovernanceacademy.org.uk/resources/blog/covid-19-and-agms/

Financial Reporting Council – best practice guidance for AGMs in 2020
The FRC published an updated guide on the purpose and value of holding AGMs. In Annex 1, it outlined some of the best practices from 2020:
https://www.frc.org.uk/getattachment/48c4ee08-b7be-4b7c-8f19-bcaf3d44e441/Corporate-Governance-AGM.pdf