



*This article presents general guidelines for Ohio nonprofit organizations as of the date written and should not be construed as legal advice. Always consult an attorney to address your particular situation.*

## Board Governance during COVID-19

Pro Bono Partnership of Ohio (PBPO) is committed to supporting Ohio nonprofits and ensuring that boards can continue to effectively govern during this coronavirus pandemic. Social distancing requires alternatives to in-person board meetings, and we have outlined the options available to your organization below.

### Alternatives to in-person board meetings:

- Absent language in your Code of Regulations (also known as “bylaws”) to the contrary, Ohio law allows nonprofit boards to use electronic alternatives to in-person meetings. The key requirement is that board members using the equipment can communicate with each other in *real-time*. Examples of technology that allows for real-time interaction include conference calls or online conferences (i.e. Skype, Microsoft Teams, WebEx, Zoom, etc.).
- If an online or phone meeting is not feasible for your organization, but your board still needs to make important decisions, consider voting in writing. Unless your Code of Regulations prohibits it, voting in writing is allowed if the vote is unanimous. That means that every single member of your board would need to be in favor of a decision for it to be approved. Quorum is not enough. Your organization would need to circulate the resolution and obtain signatures from all board members either by mail, fax, or e-signature (simply replying to an email with a vote is not enough).
- In the rare circumstance that the adjustments detailed here still do not meet your board’s needs, nonprofits may adopt emergency regulations that would operate only during a declared state of emergency in Ohio. Unless prohibited by your organization’s Articles or Code of Regulations, emergency regulations may make provisions that are practical or necessary with respect to meetings, committees, vacancies, appointments, and succession.



## Reminders

Notice: Consistent with your organization's Code of Regulations, timely notice would need to be given of the meeting location change (from a physical meeting to a virtual meeting, for example).

Quorum: Presence on a conference call or other online conference constitutes presence at the board meeting. Remember to check your Code of Regulations to verify what constitutes a quorum for your organization and make sure your board is meeting that threshold prior to taking action at a meeting.

Minutes: Documentation is still required at online and conference call meetings.

## Why does governance matter right now?

We understand that many nonprofit organizations are scrambling to meet the needs of those most impacted by this crisis. Understandably, board governance may not be at the top of your mind. However, it is important to remember that board actions taken without appropriate procedures could be deemed unauthorized down the road. Failure to follow your Code of Regulations puts the board and the organization at risk. It could also put each director at individual risk, which D&O insurance will not cover. By making small adjustments for electronic alternatives to in-person meetings, your organization can continue to be effectively governed now and protected in the future.

## Need Legal Advice?

Email [info@pbpohio.org](mailto:info@pbpohio.org) if your nonprofit has questions, concerns, or requests for assistance.

**Not a client?** You can download a copy of our application on our website [here](#).