



UK
*e*meet



Planning your Hybrid AGM

What is a hybrid AGM?

A Hybrid AGM is where some attendees will join the meeting remotely and others will attend in-person at the physical meeting.

In a traditional AGM, shareholders are required to attend the meeting in person to cast their votes on important corporate matters, such as electing board members, approving financial statements, and making other critical decisions for the company.

Members joining remotely should have the same opportunity to participate as those attending in-person. Meaning, articles permitting, they should be allowed to be seen and heard and also vote on motions/resolutions.

Practical considerations

We have provided useful information in the following article that covers:

- Governance requirements
- Members expectations
- Systems and facilities
- Voting
- Audio/Visual
- Rehearsal

Summary

A hybrid AGM offers a convenient and accessible option for shareholders to participate in the meeting and exercise their rights, while also providing companies with a cost-effective and efficient way to engage with their shareholders.



UK Engage offer simple and comprehensive solutions to the challenges of running complex meetings with remote and in person attendees, including Secure AGM voting, Proxy voting, AV services, Governance reviews and fully integrated interactive meeting systems.

Contact us on **0161 209 4808** to discuss your needs.

Benefits of a hybrid AGM

Hybrid AGMs provide several benefits to increase engagement with members/shareholders.

Articles permitting, organisations can take full advantage of these benefits and more for their meetings.

Increasing engagement

Many organisations and membership bodies have a geographically dispersed membership or groups of shareholders. The physical location of the AGM, will mean that not all will be prepared to travel to the venue to join the meeting in person. A Hybrid AGM allows attendance of those geographically dispersed members, meaning they can join in first hand with the meeting. The only option previously available to them may have been to appoint a proxy to attend and vote on their behalf. In most cases the Chair of the meeting is instructed as the proxy especially if the member or shareholder doesn't know of another member to act on their behalf.

With more attendance at your AGM then you have better representation of your membership base or shareholders and some could argue this is good governance and best practice.

Question and Answer sessions at the AGM could include topics that were once not voiced and therefore steer the thinking of the organisation moving forward prompting a stronger connecting with those running the organisations and the key stakeholders.

Costs

There are inherently costs associated with introducing a Hybrid AGM, and consideration should be given to:

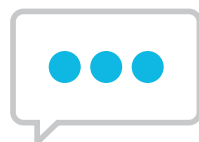
1. The secure voting method needed and if those in-person should be voting via the same method as those attending remotely.
2. Giving those attending in person the ability to see and hear those remotely, especially if they are asking a question.
3. Giving those attending remotely the ability to see and hear not only the Chair and any Panel members, but also those in attendance asking questions.

For points 1 and 2 you will need the services of an independent scrutineer that can provide managed online voting services that preferably integrates with Zoom (or equivalent), takes proxy votes into account, shows real-time results and is simple/easy for the remote attendee to use on any web browser enabled internet connected device.

For point 3 above then an Audio/Visual (AV) company should be able to undertake this for you, but it is likely you may already use an AV company to record your AGM and place on your website a copy for those that couldn't attend or wanted to review the meeting later. So there may not be too much of a cost increase for these services.

Summary

The benefit of greater engagement can be seen using a Hybrid AGM approach for those members that would never normally attend a physical meeting. If organisations already record their AGM using an Audio/Visual company then there is not much extra cost to make the meeting fully interactive and including those remote members or shareholders.



Practical considerations

Setting up the processes for a Hybrid AGM and other general meetings will include catering for those attending in person as well as those attending online. Organisations looking to implement a hybrid approach will look to ensure systems, administration, processes, stakeholders, and their articles are aligned to deliver a smooth meeting for all. Here, we will look at some of the key considerations as part of an implementation process.

Articles

Your articles are a good starting point, these will detail the extent of what you might be able to implement at your next general meeting. Key questions to answer in your article clauses include:

- Can members join the meeting remotely?
- Are AGM participants able to vote remotely, and what format does the voting process take?
- How is the quorum calculated?
- Do members have the right to ask questions during the meeting?

It maybe you require governance advice on your articles to determine if they cover any intended process.

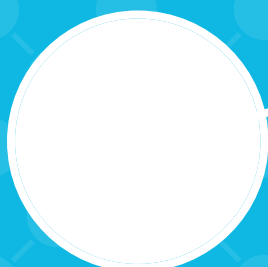
Members expectations

You want your members to be both confident and comfortable with any system you are thinking of implementing, specifically for remote attendees. If you have already undertaken remote, virtual or hybrid AGM meeting processes, you may wish to keep those in place so that members have a sense of familiarity. Many organisations used Zoom during the pandemic for virtual meetings, if so, it would make sense to consider using online meeting systems that integrate with Zoom. Providing an online AGM platform user guide to members ahead of the meeting is also recommended. If you are implementing a new AGM process, then try to convey this to members in good time before the meeting, so they can be prepared and know what they are going to be doing on the day.

Systems and Facilities

For those attending in person, think about the room size, facilities at the venue (parking, transportation links, coffee/tea, registration desk, Wi-Fi, access restrictions, screens/projectors, cameras, speakers, and microphones) and the number of staff required to manage/host the process. Use of a laptop with a member/attendee database or list is useful for the registration desk process. Also, for any Q&A session, think about how those joining remotely might see and hear questions from members in the room, and how members in the room would see and hear the remote AGM participants.

For those attending the general meeting remotely, aspects to consider include how they gain access to the AGM and ensuring only those allowed to attend do so. This is particularly important for calculating the quorum and voting processes, ensuring each attendee only casts votes upon items they are entitled. You will also want the members joining remotely to fully interact at the meeting as if they were there, so using systems that allow them to be seen and heard will be crucial to engagement and successfully running a hybrid AGM.





Voting

How members vote at the hybrid AGM will determine if you can announce results in real time after each votes are cast, before moving onto the next topic, or if results are collated and announced at the end of the hybrid general meeting. If all members use digital processes to vote, regardless of if they are in the room or not, then it should be possible to show the results near instantly, providing a seamless AGM process and keeping the flow of the meeting going. A third party independent scrutineer will likely be used to manage, verify and count the votes cast at the meeting (virtually and in person) including any proxy votes cast ahead of the meeting.

Audio/Visual (AV)

Many organisations will require the help of an AV company to assist in the production of the AGM as the meeting is a key member engagement process for the organisation. An AV company will be able to setup speakers, screens and microphones in the room and control the audio from the various microphone inputs, as well as controlling the visual inputs based on the script (presentations/videos/split screens/remote attendees, etc.). Having a roving mic for questions in the room and a camera that can focus on the room, or person asking the question may need to be considered.

Rehearsal

A key stakeholder is the Chair of the meeting and having a script for the meeting will assist them along with any staff managing the meeting. Keeping to a script is key for a smooth meeting process. It maybe the first time that the Chair has undertaken a hybrid meeting so it is recommended a rehearsal is undertaken that includes the AV company covering some of the key aspects including: how voting will occur, the process for announcing results, how Q&A sessions will be managed and what things will look like for a digital member and how any presentations/other speakers will be able to be seen, heard.

Summary

Checking and confirming your articles allow for a Hybrid AGM would be the first step. This may also highlight any constraints in running the meeting ensuring it conforms with your governance requirements.

The success of your hybrid AGM will depend on the member and participants experience. With careful planning and rehearsal, the meeting will run smoothly allowing all members to be involved, irrespective of if they are in the room or attending virtually. Therefore, key consideration regarding what is seen and heard at each point during the meeting is key. Having experienced partners (Voting and AV) will help, along with a Chair who understands the process/script and support staff who can effectively manage all administration processes on the day.

Zoom vs Teams

Zoom and Microsoft Teams are the 2 main systems that come to mind if you are planning either a hybrid AGM or virtual AGM. Many organisations already use MS Teams internally, but is it more appropriate than its main alternative, Zoom? In this document we explore and consider the use of each system in the context of an online AGM. Please note this excludes the use of any 3rd party add-ins or bolt on apps that may enhance various features that come as standard.

Security

Here is a summary of the security in place for both systems:

- Microsoft Teams uses multi-factor authentication encrypted data transmission (TLS and SRTP) to protect its users. Also, end-to-end encryption can be enabled to further secure the communications.
- Zoom uses 256-bit TLS and AES-256 encryption which is deemed to be the current standard for web-based systems security. In recent times Zoom has implemented new security features to address any security concerns, including optional end-to-end encryption, new layers of verification and waiting room screening.

In summary the security implemented for both systems likely exceeds the needs of any online AGM or other General Meeting process. As the General Meeting is an external process it can be disconnected to any internal IT system and ran as a completely stand-alone event, meaning any security concerns are mitigated as no corporate IT connection is needed.

Capacity

Both Zoom and Teams can accommodate large numbers of users for an online AGM. Costs may vary, so make sure you have paid for the appropriate pricing plan to cover the maximum number of users (attendees or voters) expected.

Video quality

There is always a trade off with high quality video and internet bandwidth, i.e. if your attendees/members have a low-speed internet connection then it's better to have a lower quality video feed so that their experience is better. Teams uses 1080p HD by default and uses AI to adapt the user experience and Zoom uses 720p HD by default, but this can be lowered to 480p or increased to 1080p using settings. The higher the setting, the better the video quality will be when streaming your AGM.

Other issues relating to video quality relate to the number of people you can see on screen at any given time. Zoom can use a 'speaker view' whereby only the speaker's video is shown to attendees, particularly useful for low-speed internet connection users.

We believe that Zoom offers the better video user experience due to the settings that can be chosen, although we are impressed with the AI aspect of Teams.

Authentication

Attendees using Teams to join your online AGM will need a Microsoft registered account. Zoom AGM attendees can either join using a simple link by just providing their name or complete a registration process (depending on the Zoom meeting settings).

Control of microphones

To gain control of attendee's microphones in Teams you will need to apply specific settings when creating the meeting event to give you permission to do so, by having everyone join in an 'attendee role'. This gives the organiser permission to control attendee microphones to be either muted or unmuted. In Zoom the host of the meeting has control of the attendees' microphones by default during the meeting. If preferred, when setting up the meeting the organiser can specify that all Zoom AGM attendees arriving are muted by default.

Chat

Both systems have comprehensive chat functions that can be enabled or disabled prior to, or during the meeting. Please note that moderation of chat that is open to all, will not be achievable.

Q & A

Allowing attendees to ask questions and hear answers is a critical engagement process for any General Meeting process. Both systems allow for a raise hand function, whereby attendees can indicate that they may have something to ask, especially if all attendees are muted.

Both systems have a moderated Q&A feature. In Zoom you would need to use the Webinar variant of which has a specific Q&A feature that sends a typed message to a 'panel' which can be moderated prior to being answered. In Teams you can choose to enable the Q&A feature when setting up the meeting via the meeting options, and then select the 'In review' option which allows for any submissions to be moderated by the organiser/co-organiser.

Voting

Zoom has a poll function which you would need to setup prior to the online AGM. Teams allows for polls to be setup and run during the online AGM, but group chat must be enabled to do this.

Whilst the poll function is useful, it is not deemed appropriate for a General Meeting as all attendees have the option to vote (including observers), it doesn't account for any weighted votes and doesn't account for any proxy voting processes. Therefore, using an independent scrutineer and secure voting system would be needed. Zoom allows for 3rd parties to integrate Zoom into their platforms, whereas Teams needs 3rd parties to create systems that are embedded within the Teams platform. In our opinion, Zoom offer a more flexible choice for integration and seamless user experience.

Recording the meeting

Both Zoom and Teams allow for meetings to be recorded, and if required transcribed. Whilst transcription may sound useful, the interpretation of what is said at the meeting is not always accurate, and for a reasonable length meeting the size of the transcribed document will be quite large.

Many organisations will record the video and audio of the meeting and publish it on their webpages afterwards for members who did not have the opportunity to attend to view in their own time.

Summary

Both systems are comprehensive and secure, however both have differences in how your online AGM or General Meeting will be administered, and what the user experience will be. There are many articles on the internet indicating that Teams is great for internal use, and Zoom is better positioned for an external events, we agree. There were some initial security concerns around Zoom a few years ago, and we can see Zoom have improved security considerably to mitigate these issues. Taking into account, low speed internet users, users that may not be technically minded and the ability to easily integrate 3rd party voting solutions, Zoom has the edge over Teams.



Increasing engagement

If you are considering running a digital or hybrid AGM process for the first time, then you are likely thinking about increasing engagement options to members for attending the AGM meeting. However, there are other aspects to consider beyond just implementing the hybrid approach which may also further increase engagement prior to, and during the AGM.

Key drivers

One key aspect to consider is understanding your members and what their drivers might be for attending the AGM, this can be determined by asking them via surveys or other methods. If you can identify trends or common responses, then you can look to use that information to increase engagement. Here are some aspects to consider:

- **Timing** – Members have busy lives so therefore may not be available to attend the AGM if it is on a weekend or during working hours, due to family and/or work commitments.
- **Other event** – Could you attach the AGM to another event that you have planned so that members are already somewhat available.
- **Incentives** – Are your members driven by incentives, could you offer a donation to charity or a prize draw for everyone who gets involved.
- **Keynote speaker** – Maybe you could arrange for someone to talk at your meeting that would encourage members to attend.

- **Other event** – If you run regular events or other events leading up to the AGM with groups of members, then why not promote the event at that meeting, it doesn't take much for the host to announce and remind members of the importance of the AGM.
- **Notice** – If this is your first time running a hybrid AGM then mention in the notice that you have listened to members and want to provide them with options to attend the AGM, making it more flexible for all.

Summary

To increase engagement, organisations must consider why their members should get involved in the AGM process. Promotion of the AGM process will only increase engagement if your messaging resonates with your members. The AGM is not only an opportunity for the organisation to show case itself, showing what has happened and what is being planned but is also where key decisions are democratically made. Ensuring you have as much member representation in these processes will help the organisation deliver what members would like to see.

Communication

The communication of the AGM process doesn't have to be restricted to the formal notice. There are other aspects to consider when looking to increase engagement including:

- **Social media** – It could be that some demographical groups of your members respond better when they see communications over social media, you could consider promotion and open discussions via these channels ahead of the meeting to increase engagement.
- **Posters and banners** – If you have high footfall areas where members pass then you can promote the AGM using posters and banners.
- **Email banners** – A good way to promote the AGM process is to create a visual banner to put on the footer of all organisational emails to raise awareness.



How to allow remote attendees to be seen & heard

For a hybrid AGM it is important for all members joining remotely to have the option, if they so choose, to be seen and heard as if they were at the AGM in person. This means giving them the ability to show their video and hear their audio feeds at the meeting. This promotes interactivity and engagement with all members attending, irrelevant of where they are.

Interactive meeting systems

The recent pandemic saw the rise of interactive meeting systems such as Zoom, BlueJeans and MS Teams to name a few. These systems allow fully online meetings with features such as video, audio, reactions, chat messaging, Q&A, emoticons, etc. They are widely available and well used/proven systems.

They rely on a 'Host' to setup the meeting and the features that will be used within it, choosing the time and access constraints, etc. The host would control the meeting, manage attendees and decide what and when is shown/heard. Many systems have the option for a 'Co-host' allowing others to also take control of all, or various aspects of the meeting.

For a fully interactive hybrid AGM meeting, the organisers may wish to consider Zoom webinar (other systems are available), which gives significant control to the Host and Co-host, including showing the board / panel members only, and having the ability to promote members watching to the panel and then demoting them. It also has an integrated Q&A feature where questions can be moderated before being answered/shown to the meeting, etc.

Such interactive systems will also log who attended the meeting, and some allow for transcription of the audio feeds to generate the minutes of the meeting automatically (Charges may apply).

One key aspect of such systems that is not covered well is the voting component of the AGM. Most systems allow for polls to be taken but do not restrict who at the meeting can vote. Nor do they deal with any proxy voting aspect or allow for any weighted or restricted member votes. Therefore, they are not recommended for use for the voting aspect of the meeting.

Audio/Visual (AV) company

The added aspect of a hybrid AGM is there are potentially many other members at the physical meeting, that would like to interact in person and hear/see remote members. Therefore, using an AV company that can setup screens/projectors, speakers



and microphones in the room can really aid the process. They can control all the various inputs and ensure that the right microphone, audio/video feed is live to all. Setups may also include multiple cameras and an autocue depending on budget, etc.

For Q&A, the AGM organisers may wish to consider how a member in the physical meeting will be seen and heard by those online (Suggestions are for a roving microphone or lectern where they would speak).

The AV company will also be able to show any videos, presentations or overlays that have been previously agreed. It is important for the meeting to have a script so that they would know the sequence of events, as well as being involved in any rehearsal process.

Summary

There are lots of options available to organisations who wish their members to be seen and heard in a managed way during a hybrid AGM. The use of both interactive meeting systems, secure voting platforms and an AV company will likely produce the best possible experience and engagement process for the members attending remotely and in person.

UK Engage

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The importance of hybrid AGM registration

The adoption of hybrid workspaces and meetings over the last couple of years, particularly due to the pandemic, has forced organisations to rethink the planning of their general meetings, with many looking at planning and managing hybrid AGMs, SGMs and EGMs (organisation articles dependent), which include accommodating for part in person and part remote attendance. GC100 have shared further positive light on the benefits of hybrid AGMs, such as increased shareholder engagement and turnout.

The organisers of any hybrid meeting need to ensure the systems and governance are in place to allow all attendees, whether they are attending virtually or physically to have similar participation and voting experiences in their elections and ballots.

Planning

Virtual meeting attendees are each sent unique credentials to allow them to join the meeting broadcast and secure online voting system. When planning the hybrid AGM or other general meeting process, it may be prudent to know ahead of the event who might attend so they can be sent either the virtual joining credentials or physical attendance details, allowing for all systems and processes to be set up in advance, and for stakeholders to prepare accordingly.

There are several aspects to consider during the planning process, for smooth running of the hybrid meeting:

- **The number of attendees coming to the physical meeting:** This will help understand the room size, staffing, seating, and general logistics.
- **The number of attendees joining online or virtually:** Selection of the virtual broadcast platform to be used and any associated licensing, and how these attendees will interact with the meeting and cast their votes in the AGM ballot.
- **How to broadcast the meeting to virtual attendees:** Online broadcast systems are readily available; organisers will require at least a webcam, microphone, and speakers in the meeting room.
- **How votes will be cast and counted by those who attend the meeting in person and virtually:** Voting can be on separate systems and collated, or alternatively, voting can be via one digital system used by those remotely and those physically at the meeting using their smart phones.
- **How attendees will have any questions answered:** Prior submission of questions can be considered, or alternatively attendees may have the opportunity to ask a question or speak at the meeting.

The options that organisations choose in running their meeting will determine the systems needed, however in most instances knowing who will be coming along ahead of the meeting will help organisers with their overall planning process.



Registration

The physical meeting registration process is a tried and tested method, whereby a list at the registration desk is used to confirm the person arriving, to ensure that they are eligible to attend and if they have voting rights.

To join a hybrid meeting virtually the organisation has 2 choices:

1. Send an invitation with joining credentials to all that are eligible to attend.
2. Ask for attendees to pre-register for the AGM, SGM or EGM.

The first option, whilst it seems the most simple and obvious choice, gives the organisers no sight of the numbers of people attending and makes planning difficult and potentially expensive. Many third-party providers of systems for running virtual meetings, base their pricing on the number of attendees. This makes it difficult to budget for a potential unknown cost, and even more so if having to select licensing in advance for a defined number of attendees, i.e., having to guess how many might attend and setup licensing. For example, if it was decided to cater for 100 joining virtually and say 110 tried to join, it can be difficult to update licensing in systems reactively when the meeting is about to start, and also having to manage the remote support of attendees being blocked entry is a serious issue.

The second option allows the organisers to plan better by getting sight of the number of attendees who will join virtually, planning their licensing and budgets and allowing credentials to be sent to a subset of those eligible in good time before the event. For AGM's and other general meetings, this pre-registration exercise can easily be included in the proxy voting process, asking if they will likely attend physically, or if they will attend virtually and would like to be sent joining credentials. Some systems will enable the person eligible, to specify in the run up to the meeting, if they will attend or not and allow them to change their mind if circumstances change for them. Of course, asking a person's intention if they will attend or not, does not preclude them from attending the meeting, especially if the organisations articles detail, they have the right to attend. It does however assist the organisers in planning and setting the process in the best way for all concerned.

Summary

Registration of those planning to attend a hybrid meeting is key to successful planning. This ensures those eligible to attend the AGM or general meeting, get the credentials needed in time and that the system is setup for the volume of attendees. Logistics on how people will be able to participate both in voting and speaking at the event can all be put into place knowing the number of attendees that will either, come along to the meeting in-person or will participate virtually. A clearer budgeting process can also be undertaken knowing the anticipated numbers due to attend.

A lot of organisations look to partner with third parties, who act as the independent scrutineer, and who specialise in the planning, managing and verification of hybrid AGMs. UK Engage offer systems that offer all required functionality for a hybrid general meeting, recording the physical meeting and broadcasting to the virtual attendees, allowing questions from all in-person or virtual attendees, while allowing in-person and online votes to be cast and counted. Contact us to find out how we can help you.



Proxy voting processes

Proxy voting is the process of giving the ability to those that cannot make the AGM meeting (in person or virtually) to provide voting instructions to another person (the proxy) who can attend on their behalf. For a hybrid AGM any voting instructions submitted before the meeting need to be accounted for at the meeting when the proxy votes.

Prior to the AGM

Members should be given clear instructions in the notice of AGM on the process of proxy voting and the format of the AGM, i.e., the options they have to engage and interact at all stages.

Once the proxy voting period has opened, submissions by members will be undertaken in accordance with your organisation's articles. These may cover postal and/or online processes, details of who the proxy will be i.e., Chair, another member or anyone else, along with their contact details. Your articles may specify certain criteria relating to the proxy, so these are worth checking.

Proxy voting options may include 'For' and 'Against' and in many cases 'Abstain'. These are all defined as mandated votes, i.e., the assigned proxy must cast mandated votes in the manner in which they are instructed and cannot change them. Some organisations allow the proxy to vote as they see fit and therefore allow an option of 'Discretionary' to appear on the ballot. If the member selects discretionary then the proxy can attend the meeting, listen to the topic and then choose how to vote.

Proxy voting will close typically 48 hours before the AGM so that the administration team can collate the submissions and send the proxies the details needed to join the meeting and vote for the member who has assigned them. In a hybrid scenario this may mean sending emails to those who will attend virtually (email addresses will need to be provided as part of the proxy voting submission) and/or creating a marked register for the administration team present on the registration desk for the physical meeting.

During the AGM

Proxies attending the AGM albeit virtually or in person will need to cast the votes of the members instructing them, therefore the proxy will need to be given the details regarding mandated or discretionary votes. The proxy may have multiple votes to cast for a number of

members and also might be a member themselves. In the context of a Hybrid AGM, for those members attending virtually it is recommended the system allows for both types of voting instructions (mandated and discretionary) and can also accommodate for multiple votes being cast (i.e. the voter and any proxy votes for each resolution). For those attending in person physically at the meeting, they can also use the same system on their mobile device to see the voting options. This would mean that the results of each resolution/motion could be collated (with the software undertaking an automatic deduplication check) and shown near instantly when the vote is closed, before moving onto to the next topic.

It may not be possible for all members in attendance physically at the meeting to vote via a mobile device, maybe they don't have one or are not confident with technology, therefore a paper ballot may be handed to them to complete. So, there would be a combination of digital votes cast along with paper ballots cast at the meeting. For the results to be announced a verification/count process would need to be undertaken manually, which may mean announcing the results at the end of the meeting instead of at the close of each voting process.

Due to the complex nature of integrating proxy voting into an AGM an independent scrutineer is normally used to manage the entire process, to ensure there is no perceived bias and secure voting systems are used.

Summary

The proxy voting process for hybrid AGM's gives members options on how to cast their votes. They can attend virtually and cast discretionary or mandated votes in a secure and user-friendly manner, enabling greater interaction and engagement. Complex count processes can be undertaken rapidly if all members cast their votes digitally meaning the flow of the meeting is not interrupted, and results for each resolution/motion can be announced near instantly before moving on to the next topic.

Key governance clauses

Your articles form part of your organisation's governance documents. They detail the processes for running the general meeting and the rules they are covered by. It is important that any hybrid AGM process is aligned with your articles to mitigate any challenge to the process. We discuss some of the key clauses to look out for specific to running a hybrid AGM process.

Quorum

This is the number of members needed at the meeting for it to be a valid meeting. Sometimes this may include those attending remotely and/or those that have cast a proxy vote ahead of the meeting.

Proxy voting

Those that cannot attend the meeting will be invited to submit a proxy vote. The process and method are likely described in your articles. As proxy voting occurs ahead of the meeting it has a negligible impact on the meeting processes on the day. However, from a member experience perspective, if digital proxy voting can be implemented and is provided on the same systems that are to be used at the AGM, for voting, then this should promote ease of use and consistency to members across the AGM process.

Notice periods

This article will give you some idea on when to start preparing for the hybrid AGM. If the notice needs to go out 30 days before the AGM and needs to contain details on how the AGM will be conducted, then you need to have agreed well in advance of the hybrid process. We recommend 6-8 weeks planning in advance of the notice being issued.

Attendance at the AGM

Your relevant articles may mention 'in person' in relation to the rights to attend the AGM. If that is the case, the right to attend cannot be interpreted as anything else other than the right for a member to physically attend the meeting at the physical location. This can be very restrictive for a hybrid AGM, meaning any member attending remotely cannot be counted in the quorum calculation and, depending on other articles, may also not allow such a member to vote remotely.

Voting at the AGM

Your articles will define the process of voting at the AGM. For hybrid AGMs it is key that the processes allow for digital remote voting. If on the initial review of your articles, this appears not to be the case, then examine either of the following provisions within the articles:

1. A clause that mentions the AGM can be undertaken, for example, as a power for the board or other governing body to determine the way in which the AGM is conducted. This allows for flexibility and could allow for a hybrid AGM voting process if the board or other governing body agrees. We would recommend that any agreement of this nature for using the above power properly provided is documented in the minutes of the meeting where it is agreed.
2. A 'poll on demand' article where, before any vote, the Chair of the meeting can call a poll and, if your articles allow, can specify how the voting for the poll can take place – effectively changing the method by which voting can take place.

Please note it is commonplace for articles to mention 'show of hands'. This can only be interpreted as a member present at the meeting physically raising their hand and does not allow for any 'virtual' hand raising or raising a hand over a video call or other means of communication. Based on the results of the above exercise, we consider that a scrutiny of either of the two suggested areas above could very well help remove this problem as a negative issue for hybrid AGM voting.

Summary

Checking and confirming that your articles allow for a hybrid AGM is key to undertaking such processes. Any deviation from your articles has the potential for a member or members to legally challenge the whole process and the outcomes of the AGM.

Choosing election providers

Many types of organisations run ballots and elections, such as professional bodies, cooperatives, sports clubs, societies, charities, trade associations and labour unions, public companies (PLCs), etc. This will be for a variety of reasons, ranging from representation and legitimacy to governance, compliance and transparency. By conducting elections, organisations can ensure their members or shareholders have a voice in the decision-making process; which helps build trust, confidence, and can help strengthen relationships.

Election Provider (Independent Scrutineer)

Typically appointed by the organisation that wishes to undertake an election, an election provider is the organisation responsible for conducting, overseeing and monitoring the election process to ensure that it is fair, transparent, and free from any potential bias or conflicts of interest.

The election provider is responsible for certifying the final election results and ensuring that the results are communicated to the organisation in a timely and accurate manner. This usually includes tasks such as verifying voter eligibility, counting votes, investigating any complaints or irregularities, and reporting on the overall integrity of the election process. By providing an independent and impartial service, the election provider can help prevent challenges or disputes related to the election process.

Deciding Which Election Provider to Use

The decision to continue with an election provider already used for many years can be a very attractive proposition and easy decision to make, however in terms of good governance, risk mitigation and business continuity, this may not necessarily provide cover in the event of a low probability issue occurring, and another election provider being needed to assist at short notice. Therefore, having experience and a working relationship with at least 2 election providers is preferable with shared workloads being given to each.

This benefits the Organisation by making sure they know how each election provider operates, the processes and procedures are well tested, and in the event where one election provider cannot provide services then the other should be able to step in easily and effectively.

Therefore, before making a seemingly easy decision to continue with a sole election provider, decision makers may need a business case for considering an alternative, with some justification and evidence to ensure the smooth running of the organisation.

An organisation should consider the following factors when deciding which election provider to use:

- 1. Expertise:** The organisation should look for an election provider with expertise in conducting election processes and a proven track record of conducting fair and impartial ballots.
- 2. Cost:** The organisation should consider the cost of the election provider's services and ensure that they are within their budget.
- 3. Security measures:** The organisation should ensure that the election provider has robust security measures in place to protect the confidentiality and integrity of the ballot results, such as ISO27001.
- 4. Ease of use:** The organisation should consider the ease of use of the election provider's systems and processes and ensure that they are user-friendly for both the organisation and its members.
- 5. Reliability:** The organisation should look for an election provider that is reliable and has a good reputation for delivering results in a timely manner.
- 6. Reputation:** The organisation should consider the reputation of the election provider and their experience in conducting ballot processes for organisations.
- 7. Contract terms:** The organisation should carefully review the contract terms with the election provider to ensure that they are aligned with the organisation's needs and expectations.

Business Case

Ballot and election processes are critical in giving all members a voice and the ability to determine the key topics to focus on and allowing them to make key decisions. Best practice and good governance in running any organisation is to ensure business continuity and mitigate any risks:

- 1. Redundancy:** In the event that the primary elections provider is unable to carry out the election, having a backup provider can ensure that the election can still proceed as planned. This can prevent delays or disruptions to the election process, which can be important if the election has a specific timeline.
- 2. Risk Mitigation:** By having a second backup elections provider, the organisation can mitigate the risk of any issues or conflicts of interest that may arise with the primary provider. This can help ensure the fairness and impartiality of the election process, which can be important for maintaining the trust and confidence of members in the organisation.
- 3. Improved Competition:** By having multiple elections providers, the organisation can also encourage competition between them. This can lead to better pricing and services, which can benefit the organisation and its members in the long run.

Any new election provider should be assessed for production and operation capability, with due diligence undertaken assessing ISO standards for quality and data security along with determining the capacity, knowledge and skill set.

Summary

Having a backup elections provider can help ensure the integrity and efficiency of the election process for an organisation and can provide a valuable safety net in case of any unexpected issues or conflicts. It makes sense to cover any risk with critical business processes undertaken, and it is recognised best practice and relates to good governance to do so.

Moreover, having multiple election providers also provides the organisation with the option to choose the best fit for their specific needs and budget, and to periodically assess and potentially switch between different providers if necessary. This helps to ensure that they are receiving the best possible service from their independent scrutineers.

UK Engage

UK Engage are an experienced election services provider, with a dedicated team of election professionals delivering elections daily. Both postal and online services can be provided as part of our ISO9001 and ISO27001 certifications. Contact us on **0161 209 4808** or email democracy@uk-engage.org to discuss your needs.





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