

In-House Corner: Virtual Annual Meetings

Recently, we started a new feature of this blog – where our in-house readers share tips, anecdotes and thoughts about things that come up in their daily practice. Last week, we [blogged](#) about the practice of dealing with shareholder proposals. We will be blogging Part 2 on that topic soon [feel free to ping me and share your thoughts – they will be posted anonymously or with attribution, whichever you desire]. This particular batch of thoughts is about the practice of holding virtual annual meetings of shareholders: 1. "COVID has made virtual ASMs the norm. But best practices continue to evolve. It's important to monitor that evolution and consider how to employ best practices at your ASM. Check your investors' policies on virtual ASMs. Some have set forth their expectations as part of their governance/voting policies. Virtual ASMs also make the company dependent on a third-party vendor. Evaluate carefully. Book early. Work closely with your rep to ensure alignment as you move through the planning process and when executing the meeting." – Gloria Doe

2. "I have been doing these since before COVID. First, make sure your charter docs (and state law) permit a virtual meeting. If you didn't do it in the past, review and amend if needed (don't assume). Make sure you have clear prompts in the scripts and prompts to wait for responses (especially if folks have to type in their questions). It may seem like a long time to wait from where you sit, but give folks some extra time to type. Also, we always recommend that shareholders enter their questions at the start of the meeting—we say in our script that we will address questions at the appropriate point in the meeting." – Eileen McCarthy

3. "If you have a shareholder proposal, make sure the holder has an opportunity to present and answer any questions during the virtual meeting. We generally have a phone line for our most frequent proponents and informed them of the phone line in advance. Finally, look for other ways to engage your holders." – Glen Doe

4. "We always offer a pre-meeting Q&A portal, so folks can post questions in advance. I think it is important for companies to be open to ways to continue to engage with their shareholders even with virtual annual meetings. Providers are coming up with new bells and whistles as these become more mainstream. Keep an open mind and see what is out there. If issuers don't show that they are encouraging participation and being responsive, we could eventually end up with unfortunate regulations. I think I heard about companies doing entirely pre-recorded meetings. I don't think that is the right way to go. A little effort folks!" – Florian Doe

5. "Make sure you are allowing time for questions and if choosing questions from a previously submitted pool, ensure you are not picking the favorable ones only." – Barbara Doe

6. "Lean on the provider, such as Broadridge, as I have found they are very knowledgeable in how to use the technical interface. They also see a lot of meetings and have good tips based on what they have seen. Hopefully you get no questions, but preparation is key in case you do receive any, particularly around how to view questions, mark which questions have been answered, prioritize questions, etc. Someone will typically need to read out the questions and that person will need to be prepped on how to use the interface. Be prepared." – David Doe

7. "Platform technology seems clunky and slow to keep up with investor and proxy advisory demands - main provider is not a tech company - time for new players in the platform field?" – Bernice Doe

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