



# Virtual Governance Policy

<b>Policy Code</b>	Gov5
<b>Policy start date</b>	March 2024
<b>Policy review date</b>	March 2025

## **1. Introduction**

- 1.1 This policy document details the arrangements for governance meetings and governance related decision-making using on-line technology.
- 1.2 The arrangements are in line with, and supplement the provisions/requirements of, the CIT's Articles of Association. The arrangements have the status of rules or bye laws under Articles 108 and 137 (see Annex 1).
- 1.3 The arrangements cover the governance work of the Trust's Members and Trustees. The Trust's Local School Boards (LSBs) act as advisory groups to the Trust Board and, in the event that they wish to meet virtually, will follow the principles of this policy.
- 1.4 The policy covers the following areas:
  - Virtual attendance at face-to-face meetings;
  - Virtual meetings;
  - E-voting.
- 1.5 The CIT Articles of Association make provision for Trustees to meet virtually. Paragraph 126 of the Articles states that:

*Any Trustee shall be able to participate in meetings of the Trustees by telephone or video conference, provided that:*

- a. *he has given notice of his intention to do so, detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and*
  - b. *the Trustees have access to the appropriate equipment. If, after all reasonable efforts, it does not prove possible for the person to participate by telephone or video conference, the meeting may still proceed with its business, provided it is otherwise quorate.*
- 1.6 The arrangements apply to meetings of the full Trust Board and to Trust Board's Committee meetings and to meetings of the Trust's Members.

## **2. Virtual Attendance at Face-to-Face Meetings**

- 2.1 Where a Trustee/Member/Governor wishes to attend a meeting by either telephone or video link, the Chair and Clerk must be notified at least 48 hours in advance of the meeting to ensure that appropriate arrangements can be made where possible. The Trustees/Members will be asked their reasons for not attending the meeting in person and their attendance virtually will be subject to the approval of the Trustees/Members at the beginning of the meeting, though this approval will not be withheld without good reason. Where approval is withheld, the reason for this will be minuted and the Trustee/Member informed immediately.
- 2.2 Trustees/Members/Governors attending the meeting either by telephone or video conference will be entitled to vote on any issue providing they have been 'present' for the whole agenda item which the vote relates to. Where a secret ballot is required, this will be facilitated where possible (e.g. by taking a telephone call off speaker

phone and the Trustee/Member sharing their vote verbally with the Clerk). Where this is not possible, the Trustee/Member/Governor will be required either to vote publicly or abstain.

- 2.3 Trustees/Members/Governors attending the meeting virtually will contribute to the quorum for the meeting. If the technological link is lost, they will cease to contribute to the quorum, but this will not prevent the meeting continuing in their absence unless it has become inquorate.
- 2.4 The meeting will be chaired by a Trustee/Member/Governor who is present in person.
- 2.5 If, after all reasonable efforts, it does not prove possible for a Trustee/Member/Governor to participate by telephone or video conference, the meeting may still proceed with its business, provided it is otherwise quorate.

### **3. Virtual Meetings**

- 3.1 Whilst the full Trust Board meeting, including the AGM and scheduled Committee meetings, and Local School Board meetings would, in normal circumstances be face to face meetings, these can take place via telephone or video conference call as long as the usual quorum of Trustees/Members/Governors is 'present' on the call.
- 3.2 Where a meeting is taking place virtually, every effort will be made to enable all Trustees/Members/Governors to access the meeting.
- 3.3 Where a meeting is taking place virtually, the usual statutory notice arrangements will apply and all papers to be considered will be circulated at least seven days in advance of the meeting, except where the Chair has exercised his/her right to waive the usual notice in an emergency situation.
- 3.4 Virtual meetings will be minuted in the same way as other meetings, either by the Clerk being present virtually, or by a Trustee/Member/Governor who is present (other than the CEO/Headteacher) who will record the minutes. These will be presented to the next meeting.
- 3.5 Virtual meetings should not be recorded by any Trustee or the Clerk without the approval of the Trust Board and for a specified purpose.
- 3.6 Trustees/Members/Governors should ensure that any alternative arrangements are adequately secure to ensure confidentiality of any discussions.
- 3.7 Face-to-face meetings would invariably be the accepted norm; however, experiences and learning during the pandemic period has informed the Trust that assurance and development work can be achieved through a virtual platform. Moving forward, individual Boards and Committees could consider and agree the extent to which scheduled meetings to take place virtually. This could prove beneficial during winter months and support attendance and quorum.

### **4. E-voting**

- 4.1 The Trust uses a virtual governance platform, "OnBoard", which can be used for Trustees and Members to vote on proposals/resolutions without meeting. This facility is not available to Local School Boards.

- 4.2 Use of the e-voting facility is limited to passing resolutions when it is considered by the Chair of the Trust Board that detailed discussion or explanation is not required.
- 4.3 In deciding whether or not to use the e-voting facility, the Chair of the Trust Board will give consideration to the need for Members/Trustees to: share opinion, debate changes and alternatives, give detailed thought to potential risks and wider implications, and have opportunities to challenge, probe and provide constructive feedback. Where these governance interventions are not considered critical to the discharge of effective governance then e-voting will be used.

For the majority of the time the use of e-voting will be restricted to voting linked to policy reviews and to 'signing-off' invoices >£50k where the expenditure is in the current budget.

- 4.4 **Resolutions are passed by Trust Bard and Members through e-voting by a majority yes vote. Members' special resolutions (required to change the articles, name of the Trust or to appoint or remove Members) require approval by 75% of Members.** Decisions taken by e-votes by Trustees/Members will be added to the resolutions log.
- 4.5 A Member/Trustee can indicate that they feel that the Chair's determination to use e-voting as the decision-making mechanism is inappropriate by contacting the Board Clerk. In this case the proposal would need to be brought to a governance meeting.
- 4.6 In the event that it is not possible to convene a governance meeting – face-to-face or virtually and a decision is urgently needed, then this will be actioned via written resolution (see Annex 2) or by Chair's Action.

#### **Review of this Policy**

The policy will be reviewed at least annually, but any Trustee with any concerns about its operation can request that it is reviewed at any time.

## **Annex 1**

### **Extracts for Articles of Association**

#### **MEETINGS OF THE TRUSTEES**

108. Subject to these Articles, the Trustees may regulate their proceedings as they think fit.

#### **RULES**

137. The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Academy Trust and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- a. the admission and classification of Members of the Academy Trust (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;
- b. the conduct of Members of the Academy Trust in relation to one another, and to the Academy Trust's servants;
- c. the setting aside of the whole or any part or parts of the Academy Trust's premises at any particular time or times or for any particular purpose or purposes;
- d. the procedure at General Meetings and meetings of the Trustees and committees of the Trustees [and meetings of the Local Governing Bodies] in so far as such procedure is not regulated by the Articles; and
- e. generally, all such matters as are commonly the subject matter of company rules.

138. The Academy Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of Members of the Academy Trust all such rules or bye laws, which shall be binding on all Members of the Academy Trust. Provided that no rule or bye law shall be inconsistent with or shall affect or repeal anything contained in the Articles.

## **Annex 2**

### **Written resolutions**

Under the Model Articles (Model Article 123) a valid Board resolution can be passed in writing where a resolution in writing is signed by all the Trustees entitled to receive notice of a meeting of Trustees (or of a committee of Trustees). The resolution can consist of several documents in the same form, each signed by one or more of the Trustees.

The resolution will be passed when the Written Resolution Document (see below) has been signed by all the relevant Trustees and emailed it to the Clerk of the Trust Board along with confirmation that they have put the original in the post to the Clerk.

Minutes - once a written Board resolution is passed then this needs to be confirmed to the Trustees. The resolutions should then be placed with the Board minutes to record the resolutions.

**Community Inclusive Trust**

Trustees' Written Resolutions

I, the undersigned, being a Trustee of the Trust RESOLVE pursuant to article [123] of the articles of association of the Trust

that:

1. [insert resolution]
2. [insert resolution]

Agreement to the resolutions

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, a Trustee entitled to vote on the above resolution on the date of circulation of it by the Trust, irrevocably votes in favour of it.

Signed: ..... Dated: .....

NOTES

Please indicate your agreement to the resolution by signing and dating this document where indicated above and returning it to the Trust, addressed to the Clerk to the Trust Board/Company Secretary at CIT, Warwick House, Long Bennington Business Park, Long Bennington, NG23 5JR, or by email by scanning a copy of the signed document and emailing it to the Clerk, copying in all other Trustees and confirming in your email that you have sent the original in the post] If you do not support the resolution you do not need to do anything.