

Orchard Community Trust

Trust and School Governance in Exceptional and Challenging Circumstances

Related policy	OCT Articles of Association and Master and Supplemental Funding Agreements
Responsible person(s)	Chair of Trustees and Clerk to Trust Board
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Applies to	OCT Members, Trustees (Trust Board and Committees) and Governors (Local Governing Body)

Agreed Procedure

Chairs, clerks and school and trust leaders will be at the forefront of the discussions about how governing boards continue to function during times of exceptional and challenging circumstance, and agreeing the logistics of making it work. The Trust has a duty of care to provide due diligence and function in such a way for effective decision making and the discharge of statutory functions. Doing the right thing by schools, pupils, staff and communities should be the priority. However, there should at the very least be a clear communication and audit trail that explains why it was necessary to take an alternative approach to governance. This procedure sets out the recommended approach but this may need to be adapted dependent on the situation.

1. Priorities

Establishments across the Trust and their senior leaders and staff have an enormous task in ensuring continuity of education and making any reduced provision work on the ground. It is therefore appropriate for all non-urgent business to be delayed and governing board meetings to be restricted to the following:

- i. Business critical decisions (e.g. budget approval, ratifying school leadership appointments etc.)
- ii. Monitoring how the school is continuing to provide care for children who are vulnerable, children with ECHP plans, the children of key workers, associated risks, issues etc.
- iii. Any issues arising from how the building is currently being used and remote working for staff
- iv. Support being given to parents and carers to help them educate their children at home
- v. Monitoring the wellbeing and welfare of pupils, staff and stakeholders

It follows that the Board will take a pragmatic and considerate approach to the reporting of these matters, relying on oral feedback and scaled down paperwork. It might also require the Trust to review and amend its levels of delegation to enable fewer governors/trustees to make business critical decisions and thereby minimising the risk of being unable to take these decisions.

2. Other Business

Whilst continuing to be accountable for the strategic priorities and the vision and ethos of the Trust, being strategic should involve more creative and flexible thinking to respond to unexpected changes in context. The Trust Board, whilst not wanting to lose sight of the strategic priorities may need to review them in the context of the circumstances to allow senior leaders to deal with the exceptional circumstances at that time. Normal business may be suspended.

3. Panel Hearings

If the establishment is technically closed due to the exceptional circumstance this means that the work undertaken by most panels for example exclusions, admissions, complaints, is technically on hold as it would be during a school holiday period. Where the opportunity exists to complete the process during the period that the establishment is closed, and there is the unanimous agreement between all concerned that the process should be completed, then it may be possible to do so by holding virtual meetings. However, this requires careful consideration, co-ordination and full co-operation. In all likelihood it is not something that governing boards and school leaders will be considering depending on the circumstances.

4. Taking Urgent and Critical Decisions

Clearly it is best for all decisions to be taken collectively by the governing board. This should be possible if appropriate plans are put in place for the board to hold virtual meetings, perhaps at short notice as deemed necessary by the chair.

There may however be circumstances where an urgent decision needs to be taken but it is not possible to convene a meeting of the governing board, or hold a quorate meeting. This is more likely when personal and family circumstances may be extremely challenging.

Options may include virtual meetings, delegated decision making to the Chair / Vice Chair under Chair's Powers to Act or obtain written resolution through electronic means.

5. Chair's Power to Act

The Trust Scheme of Delegation would need to be reviewed to set out in what limited circumstances the Chair (or Vice Chair where the Chair is unable to act) has the power to act. If this provision is not included in the Scheme of Delegation then an urgent written resolution would need to be agreed by the Board. This may be by virtual meeting or through electronic means.

Chair's power to act is the ability to make decisions and act on behalf of the governing board where it is not possible for the board to meet, e.g. because of self-isolation, social distancing, difficulties getting remote meetings set up quickly.

Chair's Power to Act should only be used for urgent duties that can't wait. Urgent will include when the Chair and Senior Leaders believe that not acting now will be seriously detrimental to:

- x The School
- x Any pupils or their parents
- x A staff member

Chair's Power to Act could be used for any urgent function of the board that can be delegated to an individual. For example, things like; updating a vital safeguarding policy (e.g. if it has implications for remote learning) or handling a press response. Chair's Power to Act cannot be used for whole Board decisions such as approval of the budget. This would need a decision using virtual meetings or written resolution.

Decisions made under Chair's Power to Act need to be ratified at the next Board meeting whether this be a virtual meeting or face to face.

6. Virtual Meetings

The preference for decision making during exceptional circumstances would be to call a virtual meeting. In most instances the relevant notice for meetings as set out in the Articles of Association would be given. In some instances, it may be deemed that the Chair would call an emergency meeting giving 48 hours notice.

A virtual meeting would be through video or telephone conference using an appropriate platform such as Google Meet or Microsoft teams. The platform used will need to be secure to preserve confidentiality and security of information. The Clerk will contact Trustees or Governors to agree the alternative arrangements. Virtual meetings could be appropriate for the Board, Committees or Local Governing Bodies.

The meeting will be required to be quorate. In line with the Articles of Association for most decisions this would be one third of the Board (excluding any Board vacancies).

The Trust would aim to support Trustees and Governors by supplying the relevant technology to hold a virtual meeting where individuals do not already have access to the technology.

Protocol for Virtual Meetings

Those attending virtual meetings are agreeing to follow this protocol as determined by the Trust and will be mindful of other Trust policies such as Data Protection and Acceptable Use of Information Technology.

Notice of meetings – will be at least 7 clear days of the meeting, however, some circumstances or decisions may be deemed sufficiently urgent that the Chair may need to call a meeting at shorter notice. An agenda and papers as appropriate for the meeting will be provided.

Confidentiality – those attending the virtual meeting will be mindful that the meeting will need the same level of confidentiality as afforded at a face to face meeting and will be particularly mindful of the environment for the meeting to take place to ensure confidentiality, and to minimise background noise.

Code of Conduct – for all Members, Trustees and Governors will continue to be followed.

Access to the meeting – clear instructions will be issued on how to join the meeting. It is not necessary for all to use the camera to be viewed on screen. Audio will be required for the meeting to be heard. Access to the device microphone will be required to contribute to the discussion and decision making. Details on how to indicate that an individual wishes to make a comment or ask a question will be decided at the start of the meeting and instructions provided as appropriate. Microphones should be muted unless the individual wishes to speak to minimise the risk of background interference.

Recording of attendance – the Clerk will record attendance using a digital attendance sheet.

Apologies – if an individual is unable to attend the virtual meeting apologies should be submitted as usual to the Clerk in advance of the meeting.

Papers for the Meeting – Papers for the meeting will be uploaded to Microsoft Teams, or if necessary, circulated by email if appropriate. The meeting will proceed on the assumption that papers have been read and scrutinised and do not require further presentation at the meeting. Any questions for clarity should be submitted to the Clerk in advance of the meeting. The Clerk will forward to the relevant Senior Manager to obtain the relevant answer or advice. If appropriate this will be reported at the meeting and recorded as a question in the minutes (to show areas for appropriate challenge).

Focus for the meeting – the meeting papers will determine the key areas of focus for the meeting, the recommendations and key decisions required. The Chair may need to allow some time during the meeting if attendees need to switch between applications to refer to documents for the meeting.

Timing of the Meeting – this will be agreed at the time of deciding to hold a virtual meeting, however, the virtual meeting should last no longer than 60 minutes. Attendees are requested to join the meeting on time. The Chair may need to allow five minutes at the start of the meeting for people to join and access the technology.

Minutes of the meeting – will be recorded to highlight the key points from the meeting and the decisions made.

7. Written Resolution (Trust Board or Committee including LGB)

Under the Articles of Association, a valid Board resolution can be passed in writing where a resolution in writing is signed by all the Trustees entitled to receive notice for a meeting of Trustees (or a committee of the Trust Board). 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 it has been signed by all of the relevant Trustees. It is preferable that the Trust receives a hard copy of the signed resolution, however, it may be that due to the exceptional circumstances an email acceptance will be appropriate followed up by the original at a later date.

The Scheme of Delegation and Terms of Reference for a committee will determine at which level a decision can be made. Written resolution of Local Governing Bodies should only be used where there is no alternative solution.

Communication

This document will be circulated to all Members, Trustees, Governors and Senior Leaders expected to be in attendance at governance meetings.

Additional guidance or protocols will be produced dependent on the circumstances and communicated appropriately by email, telephone or other means.

Monitoring

This procedure will be monitored least annually.

The use of the appropriate decision making methods and protocols will be monitored for effectiveness during use of the process.

Related Documents

OCT Articles of Association

OCT Master Funding and Supplemental Funding Agreements

Data Protection Policy

Acceptable use of Information Technology Policies