

# Brook Learning Trust

## Virtual Governance Policy



### Introduction

At Brook Learning Trust we bring together our unique academies in our belief in the power of education to change lives and communities. It is our steadfast purpose to challenge and defy the barriers that constrain the educational progress of any child. We set high aims for aspiration and secure collective responsibility for all our children's achievements. Our work is underpinned by the values of Integrity, Respect, Courage, Optimism, Excellence and Accountability.

This policy relates to the necessity of conducting Board, Council and Committee meetings remotely and in exceptional circumstances and is an extension of the provisions of Article 126, brought about by the 2020 closure of schools and academies due to the Coronavirus COVID-19 outbreak. The purpose of enabling virtual attendance is to maintain and improve governance by securing or increasing access to governance meetings.

The Articles of Association states:

*126. 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 (or, in circumstances where a notice period which is shorter than the period referred to in Article 111 is to be given, such shorter period as the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines); 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.*

In relation to this the Brook Learning Trust has determined the following arrangements will apply and that these arrangements will apply to meetings of the Trust Board, Academy Councils, Interim Advisory Board and to committee meetings and panel hearings.

### Virtual Attendance at Face-to-Face Meetings

- Where an Attendee 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. Attendees will be asked their reasons for not attending the meeting in person and their attendance virtually will be subject to the approval of the Council 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 Attendee informed immediately
- Attendees attending the meeting either by telephone or video conference will be entitled to vote, if normally eligible, 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 Attendee sharing their vote verbally with the Clerk). Where this is not possible the Attendee will be required either to vote publicly or abstain
- Attendees 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
- The meeting will be chaired by an eligible Attendee who is present in person
- If, after all reasonable efforts, it does not prove possible for an Attendee to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.
- Meetings should not be recorded by any Attendee or the Clerk without the advance approval of the meeting. Where recordings are made, their purpose must be specified and the retention and destruction of recordings must be in line with Trust policies on Data Protection including GDPR.

## Virtual Meetings

Virtual meetings are those where all Attendees participate in a conference call by telephone or video link:

- Best practice is that all meetings of Members, the Trust Board, Academy Councils and their committees and panels will be face-to-face. However additional and extraordinary meetings may take place via telephone or video conference call as long as the usual quorum of Attendees is 'present'
- Where a meeting is virtual, every effort will be made to enable all Attendees to access the meeting
- Where a meeting is virtual, 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 their right to waive the usual notice in an emergency situation
- Virtual meetings will be minuted in the same way as face to face meetings, either by the Clerk, or by an Attendee other than the Principal/CEO, and these will be presented to the next meeting in accordance with usual meeting practice
- Meetings should not be recorded by any Attendee or the Clerk without the advance approval of the meeting. Where recordings are made, their purpose must be specified and the retention and destruction of recordings must be in line with Trust policies on Data Protection including GDPR.

## Responsibilities

Members, Trustees and Councillors are to ensure that conversations held during meetings are confidential. As a standing item to the agenda, remote attendees will be asked to confirm that this requirement has been met and that their surroundings are secure. Papers downloaded or printed are to be deleted or destroyed securely.

## Review of this Policy

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

### **POLICY REVIEW AND RATIFICATION**

Policy reviewed bi-annually and ratified by the BLT Board in March.

New Policy	March 2020
Summary of amendments	New policy reflecting the consequences of the Coronavirus COVID-19 and the necessity to have remote meeting arrangements in place.
Ratified by BLT Board	April 2020
Next review	March 2022

# Appendix 1

## Housekeeping Notes and Etiquette

Where virtual meetings need to be convened, the agenda will be pared back to just the essential business that needs to be conducted during the shutdown. Governance continues. Deferred items will be covered once face-to-face meetings resume.

### In the event of **Conference Calls**

- Please confirm your attendance and declarations of interest to the Clerk after you have read the agenda and papers for the meeting.
- If you need to leave during the meeting, please make this clear at the end of an agenda item, as the meeting must remain quorate. The Clerk needs to acknowledge the departure.
- Review all the papers from the secure area and where possible, email questions to the Chair in advance.
- Please provide responses to actions to the Clerk before the meeting.
- At the start of the meeting please confirm your location is secure so that business discussed will remain confidential.
- For each agenda item, the lead will provide a brief overview of the information already published and any updates. Each Attendee in turn, will be given the opportunity to ask questions or confirm they are content. Once all Attendees have spoken we will move to the next item.
- Where questions have been submitted in advance, the lead can provide answers during their brief overview, identifying that a question was asked in advance. Doing this will enable the meeting to progress smoothly.
- At the end of the meeting, all Attendees will be asked to confirm they are content.
- Any other business should have been notified to the Chair, as usual, in advance.
- With multiple people dialling in there can be a lot of background noise, and you are encouraged to mute the microphone when you are not speaking.
- It will not be possible to easily interject with questions as information is being presented, so please note anything down as it occurs to you and you will be given the opportunity to raise it at the end of the agenda item.
- Please be patient – not everything will run perfectly.

### In the event of **Video Conferencing**

- You will be sent the link to join Webex for the meeting. Please try to join 10 minutes ahead of time to ensure any technical issues can be dealt with.
- Contact the Clerk in advance if you have any concerns about using the technology.
- At the start of the meeting please confirm your location is secure so that business discussed will remain confidential.
- Review all the papers from the secure area and where possible, email questions to the Chair in advance.
- For each agenda item, the lead will provide a brief overview of the information already published and any updates. Each Attendee in turn, will be given the opportunity to ask questions or confirm they are content. Once all Attendees have spoken we will move to the next item.
- If you need to interject with questions as information is being presented, please raise your hand for the Chair to see, and when appropriate you will be called on to ask your question. Alternatively, note anything down as it occurs to you and you will be given the opportunity to raise it at the end of the agenda item.
- Where questions have been submitted in advance, the lead can provide answers during their brief overview, identifying that a question was asked in advance. Doing this will enable the meeting to progress smoothly.
- Any other business should have been notified to the Chair, as usual, in advance.
- There can be a lot of background noise, and you are encouraged to mute the microphone when you are not speaking.
- Please be patient – not everything will run perfectly.