



THE DOVER FEDERATION FOR THE ARTS
MULTI ACADEMY TRUST

***Governance Emergency
Business Continuity Plan***

<i>Adopted:</i>	<i>27 March 2020</i>
<i>Under continual review:</i>	<i>30 March 2020 – Statement on Recruitment added</i>

Business Continuity Plan - Governance

Contents:

Aims and Objects	3
Meeting Notice Period	4
Quorum	4
Trustees Presence and Participation	5
Local Governance	6
Recruitment	6
Written Board Resolutions	7
Chairman's Action	7
Minutes	8
Intent Statement Template	9
Written Resolution Template	10
Notes for Trustees	11

AIMS and OBJECTS

The Trustees of The Dover Federation for the Arts Multi Academy Trust (the Trust) ensures each Academy has a robust plan to safeguard the education of students in the event of incidents out of our control which could threaten the continuity of education. It is imperative that Trustees continue to make crucial decisions in response to not only an emergency but to the day to day business of the Trust in carrying out its objects:

*The Academy Trust's objects ("**the Objects**") are specifically restricted to the following:*

- a. to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum ("**the mainstream Academies**")*
- b. to promote for the benefit of the inhabitants of Dover and the surrounding area the provision of facilities for the recreation or leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.*

The Board accept that events, circumstances or emergency situations may arise whereby Trustees are required to adapt processes of making important and urgent decisions whilst still ensuring probity to the Trust's Master Funding Agreement and Articles of Association.

Whilst operational decisions will still continue to be made by the CEO, it is essential that Trustees continue making strategic decisions and provide crucial support and guidance to leadership where required.

Modern technology provides the means for continuity of crucial full board decision making and verifiable recording of resolutions, however, there will be times when it is important to have a Board discussion. Trustees already have access to a central platform in SharePoint where documentation can be shared for consideration. The continuity of trust business relies on Trustees engagement and timely response; engaging discussion, questioning, decision making, support and monitoring. The following guidelines aim to ensure these strengths of Trust governance continue under restrictions in challenging times.

Where there is not a scheduled full board, committee or Academy Board meeting then the Board will have the following options¹:

- a) Hold a Board meeting on short notice with Trustees participating via telephone or video

¹ During the government's decision for a period of isolation and limitations on public gatherings these strategies will be considered processes for continuing trust governance. Further government restrictions may lead to adjustments to the process, if so the reasons will be agreed by Trustees and a record kept.

conference if attendance in person not possible;

- b) Record responses to proposals on any forum set up by the Trust which is secure to Trustees;
- c) Pass written Board resolutions;
- d) Implement urgent decision-making by the Chair or Vice Chair.

It is likely that for urgent and important decisions, calling meetings at short notice and allowing Trustees to join by telephone or video conference will be the most convenient and robust approach.

MEETING NOTICE PERIOD

Under normal circumstances the Articles state that at least seven clear days' notice be given of Board meetings. The notice must include a copy of the agenda.

However, the Articles do also anticipate that on occasions urgent Board business may need to be facilitated and allows shorter notice as follows:

Each Trustee shall be given at least seven clear days before the date of a meeting:

- a. notice in writing thereof, signed by the Clerk, and sent to each Trustee at the address provided by each Trustee from time to time; and*
- b. a copy of the agenda for the meeting;*

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs. (Article 111)

The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof. (Article 112)

The grounds for urgency will be formally recorded within the meeting notice to Trustees and on the Agenda.

QUORUM

The Trust's Articles state that the quorum required to transact business at a Board meeting is set at:

Any three Trustees, or where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the

meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved” (Article 117).

The Articles also include different quorum provision for a small number of decisions:

The Trustees may act notwithstanding any vacancies in their number, but, if the numbers of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a General Meeting. (Article 118)

The quorum for the purposes of:

- a) any vote on the removal of a Trustee in accordance with Article 66; and*
- b) any vote on the removal of the chairman of the Trustees in accordance with Article 90;*
- c) shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Trustees present at the meeting and entitled to vote on those respective matters. (Article 119)*

Subject to these Articles, every question to be decided at a meeting of the Trustees shall be determined by a majority of the votes of the Trustees present and voting on the question. Every Trustee shall have one vote. (Article 120)

Subject to Articles 117-119, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have. (Article 121)

TRUSTEES PRESENCE and PARTICIPATION

The Articles provide for Trustees to participate in meetings (counted in quorum) by either telephone or video conference:

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. (Article 126)*

Realistically, there may be occasions when urgent meetings are called where 48-hour notice is not possible. Therefore, a Trustee will not be able to provide the 48 hours prior notice of remote attendance. All possible alternatives will be considered to ensure the Trustee can access the meeting in whatever logical way is available.

Trustees may, regulate their proceedings as they think fit (Article 108) and so Trustees could resolve to adopt a procedure for Board meetings to be held via a telephone or video conferencing facility. Alternatively, the Trustees may use the power to adapt rules under Article 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.

LOCAL GOVERNANCE

Under Article 104:

The functions, duties and proceedings of the Local Governing Bodies or committees shall be subject to regulations made by the Trustees from time to time. Local Governing Bodies may also be established solely for the purpose of fulfilling an advisory function to the board of Trustees.

The Board may assess the business continuity systems of local boards on a case by case basis.

RECRUITMENT

If emergency measures are implemented, then recruitment for any board, either for the Trust or an individual academy, may be subject to either delay or postponement. It is imperative that thorough and full recruitment processes, skills analysis and inductions are carried out to maintain a high standard of governance. In such situations, any potential recruits will be kept informed of progress of their appointment. The board accept that there may be circumstances where necessity overrides the ideal and, in these circumstances, a detailed account of the process of an appointment will be recorded and interim appointments based on a review after 6 months considered under agreement with the candidate.

WRITTEN BOARD RESOLUTIONS

Trustees may agree to a proposed resolution when detailed discussion or explanation is not required via a written board resolution, instead of convening a Board meeting.

When the Board use this process, all Trustees must declare any conflict of interest in the subject matter of the resolution, or not. This procedure should be avoided when making significant decisions.

Trustees must use the format stipulated by the Articles or adopted by the Board for submitting their decisions otherwise their vote will not be verified for the records.

A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees. (Article 123)

For expedience, Trustees will be required to submit responses via the electronic methods adopted by the Board. All relevant information required to inform the decision-making process will be held on the Governance SharePoint Hub. Realistic timely responses will be required in consideration of the urgency of each situation.

CHAIRMAN'S ACTION

The process of decision making via Chairman's Action was introduced through governance regulations for maintained schools. There is no provision for this process set out in the Trust's Articles.

However, as Chairman's Action has been custom and practice by the Federation prior to academisation, the Board formally states its intent to continue to apply this process going forwards.

Chairman's Action is a significant power and responsibility for the Chairman and Vice-Chairman. As charity trustees and company directors Trustees are subject to a range of statutory duties and therefore Chairman's Action is useful for when the Board have previously discussed situations and the outcome awaits further information or for decisions which although urgent, do not constitute calling an additional urgent Board meeting. To ensure transparency and compliance all Chairman's Actions will be recorded and minuted at the next Board meeting.

In the event of extreme circumstances out of the Board's control, such as a National emergency or natural disasters, the Board may agree a specific and limited delegation to a Trustee or a small group of Trustees in respect of those identified matters which ensure the Trust are functioning as a going concern in achieving its Objects.

Trustees, on ratification of this proposal will be implementing a Board resolution agreeing the use of Chairman/Vice-Chairman's Action under these aforementioned terms.

MINUTES

All written Board resolutions passed, and Chairman's Actions will be confirmed to the Trustees at their next Board meeting. The resolutions along with all records of the decision-making process will be placed in the respective Board packs as a record of the resolution.

IMPLEMENTATION of GOVERNANCE BUSINESS CONTINUITY PLAN

IT IS RESOLVED THAT with immediate effect and until revoked by the Board OR the Government confirms **otherwise by stating that the UK is in the Post Pandemic Period (as defined by the World Health Organisation) in respect of Coronavirus (COVID-19)** in order to facilitate the Trust making urgent decisions that arise between Board and committee meetings the Chairman or Vice Chairman may use the following decision-making procedures as set out in the Governance Business Continuity Plan and that Chairman's Action be formally used until otherwise stated:

1. *Notwithstanding any provisions of the Trust's Articles of Association (the **Articles**), if the Chairman is of the opinion that a matter of urgency exists or it is not practicable to arrange a Board meeting on short notice in the circumstances either:*
 - a) *after receiving a written report from the CEO which clearly states, amongst other things, why the item concerned could not be brought to a regular meeting and why it would qualify for urgent decision under this procedure; or*
 - b) *as a result of other information that is brought to their attention and a delay in exercising the function would likely be seriously detrimental to the interests of the Trust, any Academy, pupil or their parent or a person who works at the Trust,*
2. *Then, in consultation with the CEO, they may exercise any function of the Trust which:*
 - a) *can be delegated to an individual under the Articles, the Trust's funding agreements with the Secretary of State for Education (including the relevant Academies Financial Handbook) or*
 - b) *any function relating to the exclusion of pupils.*
3. *The Chairman may decide, on receipt of a request for a decision under Chairman's Action, that the matter should be dealt with instead by a special Board meeting called on short notice, in which case a meeting shall be called promptly.*
4. *Any action under Chairman's Action should be reported in writing as soon as possible to the Trustees (together with a copy any written report from CEO. A record of the decisions taken shall also be included with the Board's minutes.*

The reference to the Chairman is to be read as if it were also reference to the Vice Chairman.

The Dover Federation for the Arts Multi Academy Trust
Company Number: 8039629

Trustees' Written Resolution

I, the undersigned, being a Trustee of the Trust **RESOLVE** pursuant to article 123 of the articles of association of the Trust that:

1. The Board of Trustees shall implement the Governance Business Continuity Plan and Chairman's Action.
2. That until further guidance and review by the government all Trustees and advisors will engage in Trust business efficiently via the methods stipulated by the Chairman.

Agreement to the resolutions

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

The undersigned, as a Trustee entitled to vote on the above resolution on the date of circulation by the Trust, and on understanding all information provided pertaining to the resolution, irrevocably vote in favour.

Signed:



Chairman of the Board

Dated: 30 March 2020

NOTES

Please indicate your agreement to the resolution by signing and dating this document where indicated above and returning it to the Trust, [by post addressed to the Company Secretary by email or electronic copy of the signed document and confirming in your email that you have sent the original in the post]. If you do not support the resolution, please inform the Company Secretary by email that you will not be returning the signed resolution.

NOTES for TRUSTEES

Make sure you have submitted up-to-date contact details to the Company Secretary.

Ensure your home facilities provide access for continuing Trust business as set out by the BCP. If a Trustee is not able to connect to carry out their role, please contact the Company Secretary who will ensure the problem is resolved.

Holding meetings by telephone or video conference is different than face-to-face meetings so Trustees will understand basic ground rules which ensure a meeting runs smoothly (e.g. mute your microphone when not talking). The Chairman will set out the procedure at the start of each meeting.

Please ensure you are in a room where you are not overheard, meetings must continue to remain confidential.

The Company Secretary will minute video conferencing meetings in the same way as an attended board meeting.