



## **The Robert Carre Trust**

### **Virtual Attendance and Voting at Governance Meetings Policy**

#### **1. Introduction**

- 1.1 The Articles of the Robert Carre Trust (Article 126) allow for the virtual attendance of individual Trustees at meetings of the Board 'by telephone or video conferencing' and in practice the Trust has extended this facility to the Members and the Committees at their meetings and the use of applications such as Teams or Zoom. Meetings can be fully virtually or hybrid, i.e., a mixture of face-to-face or online attendance
- 1.2 In view of the exceptional circumstances faced in March 2020, the Board has now approved alternative arrangements for Members, Trustees and Governors to participate or vote at meetings of the committees of the Board including the Local Governing Bodies, including but not limited to by telephone or video conference and, in addition, extends this facility to permit a meeting to take place with all participants attending virtually.
- 1.3 These arrangements now apply to meetings of the Members, the Board and its Committees, including Local Governing Bodies.
- 1.4 The Trust will ensure that any alternative arrangements are adequately secure to ensure confidentiality of any discussions.

#### **2. Virtual Attendance at Meetings**

- 2.1 Where a Member, Trustee or Governor wishes to virtually attend a meeting (or part of a meeting) by either telephone, video link or other agreed medium, the Chair and Clerk must be notified at least 48 hours in advance of the meeting (wherever possible) to ensure that appropriate arrangements can be made. The Member, Trustee or Governor will be asked their reasons for not attending the meeting in person and their attendance virtually will be subject to the approval of the Meeting at the beginning of the meeting, though this approval will not be withheld without good reason. Virtual attendance at the meeting will be recorded as such in the minutes. Where approval is withheld the reason for this will be minuted and the Member, Trustee or Governor informed immediately.
- 2.2 Members, Trustees or Governors attending a meeting virtually will be entitled to vote on any issue, as usual, providing that they have participated (i.e. heard/engaged) 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 the telephone call off speaker phone and the individual sharing their vote verbally with the Clerk). Where this is not possible the individual will be required either to vote publically or abstain.
- 2.3 Members, Trustees or Governors attending the meeting virtually, where they are a full member of that Meeting, 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 in accordance with normal practice. Where the Chair is attending virtually and others are present in person, the Chair's role may be taken by one of those present in person, if agreed by the meeting.
- 2.5 If, after all reasonable efforts, it does not prove possible for a Member, Trustee or Governor to participate by telephone, video conference or other agreed medium, the meeting may still proceed with its business provided it is otherwise quorate.

### **3. Virtual Meetings**

- 3.1 Scheduled meetings will ordinarily be face to face meetings wherever possible, and all members should make every effort to attend personally. However, additional and extraordinary meetings can take place via telephone, video conference call or other agreed medium as long as the usual quorum is "present".
- 3.2 If a Chair considers that extenuating circumstances apply, then a virtual meeting should be called rather than a face-to-face meeting, and the reason for the extenuating circumstances should be recorded in the minutes for transparency purposes.
- 3.3 Where a meeting is taking place virtually every effort will be made to enable all attendees of that meeting to access the meeting.
- 3.4 Where a meeting is taking place virtually the usual statutory notice arrangement 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.
- 3.5 Meeting papers will continue to be shared using GVO ([www.thegvoffice.com](http://www.thegvoffice.com)) and all participants will be notified by GVO notifications of the meeting pack and its contents.
- 3.6 Participants are expected to have accessed the meeting papers, via GVO or other means, prior to the meeting in order to participate in effective governance. Comments and questions should be raised in advance, using the GVO Comments tab within the meeting pack, to ensure full understanding, clarity and time-saving during the actual virtual meeting.
- 3.7 Virtual meetings will be minuted in the same way as other meetings, in accordance with the Trust's procedures.
- 3.8 Virtual meetings should not be digitally recorded by any person without the express prior approval of the meeting and for a specified purpose.

### **4. Review of this Policy**

- 4.1 The policy will be reviewed biennially, but any Member, Trustee or Governor with any concerns about its operation can request that it is reviewed at any time.

**Approved at the meeting of the Board on 11 July 2024**

**Next Review Date: July 2026 (two years)**