



Are you holding Trustees or Directors meetings remotely?

As social distancing is becoming a normal part of our lives, we are having to think differently about how we do many things. For Boards of Trustees or Directors, you may have been holding meetings online or by telephone.

If this is the case, have you looked at whether your constitution or Articles of Association allow you to do this? There should be a clause in the section about 'Proceedings of Trustees' that reads something like:

'A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.'

If you've got this clause, you're able to continue holding meetings online or by telephone.

What if we haven't got this clause?

You have two options:

Option 1

If your constitution or Articles of Association don't allow you to hold meetings online or by telephone, you could amend them. Having this ability to hold meetings 'by suitable electronic means' may be very useful in the future.

Check the section in your constitution or Articles which sets out how your organisation can make amendments. If your Board is allowed to do this, you'll need to pass a resolution at a Board meeting to add the clause. Make sure the decision and exact wording of the clause is minuted.

Don't forget that any alterations to your constitution or Articles will need to be sent to the Charity Commission if you're a registered charity, and to Companies House if you're a company limited by guarantee, a CIO or a CIC.

If you need a members' meeting to amend your constitution or Articles of Association, things are a little more complicated because of COVID-19. The Charity Commission is currently recommending that AGMs and other members' meetings are postponed during the period 26 March – 30 September 2020, though there is some provision for holding online members' meetings.

Option 2

The Charity Commission's advice on their website is:

'Generally, if there is no such clause in the governing document and you decide to hold meetings over the phone or using digital solutions, we will understand but you should record this decision and that you have done this to demonstrate good governance of your charity.'

We advise that you read the following Charity Commission Guidance for more detail:

<https://www.gov.uk/guidance/coronavirus-covid-19-guidance-for-the-charity-sector#agms-and-other-meetings-postponing-or-cancelling-meetings>

Further guidance for trustees:

- NCVO's regularly updated guidance for the charity sector on coronavirus:
<https://www.ncvo.org.uk/practical-support/information/coronavirus>
- Checklist on organisational resilience from Trusted Supplier Zurich Insurance (PDF, 290KB) helps you think through some of the issues and plan for them:
<https://newsandviews.zurich.co.uk/wp-content/uploads/2020/02/Organisational-Resilience-Guidance-on-Pandemic-Planning.pdf>
- Guidance from The Charities Facilities Management Group on producing a business continuity plan:
<https://charitiesfmgroup.org/business-continuity-management-charities>
- Charity Commission further guidance on meetings:
<https://www.gov.uk/government/publications/charities-and-meetings-cc48/charities-and-meetings>

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Thank you.