



27TH - 29TH NOVEMBER  
**OUR MOSQUES**  
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#BEYONDCOVID

## GOVERNANCE IN A PANDEMIC

HOW TO HOLD AGMS, BOARD MEETINGS AND GOVERN  
EFFICIENTLY (WORKSHOP)

DAY 3: 29TH NOVEMBER  
12:30 - 1:30 PM



AUGUSTUS DELLA-PORTA  
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# Governance in a pandemic

How to hold AGMs, board meetings and govern your organisation efficiently

Augustus Della-Porta

29 November 2020

Today I want to provide an introduction to the following areas:

- Holding meetings – AGMs and Board meetings
- Trustee duties and governance at this time
- Ensuring your organisation is sustainable and resilient coming out of this crisis
  - Increasing income and cutting costs
  - Mergers and collaborations
  - Using our free crisis decision tool

And also do my best to answer your questions and hear about your experiences

# Holding meetings during a crisis - members

- Can you postpone your AGM? Any consequences re trustee retirements/accounts?
- Do you need to have a “meeting”?
- Check governing document
  - Remote participation – video meetings/telephone meetings
  - Decisions outside of a meeting e.g. written resolution
- Emergency legislation - flexibilities
- Remote meetings
  - Think through the practicalities
- Regulators have said they will be relaxed about technicalities – focus should be on good decision making

# Holding meetings during a crisis - trustees

- Simple guide to getting it right on Bates Wells website
- You can hold video meetings
- You probably can hold telephone meetings
- Alternative solutions:
  - Unanimous approval
  - Written resolutions
  - Ratification
- Best practice
- Take and distribute good minutes



# Governance in the current crisis

## Good Governance and Good Decision Making will be vital in times of crisis

- **Trustee Duties:**
  - Advancing the charity's purposes
  - Public benefit (but what does that mean during a crisis?)
  - Protecting those to whom you owe a duty of care
  - Reasonable care and skill - not required to be perfect!
  - Acting in the interests of the charity (manage any conflicts)
  - Act in accordance with your governing document
- **Board Meetings**
  - Crisis team and subcommittees
  - Clear records and minutes
- **Charity Commission**
  - Note Serious Incident Reporting
  - Note its commitment to be flexible at this time

# Reporting Serious Incidents



*Charities should continue to report serious incidents using the current guidelines and their own judgement and we will advise if and when this situation changes*



Adverse event  
which results in or risks  
significant harm  
to staff, operations, finances or reputation

# Governance and Solvency

- Legal form and personal liability
- Insurance
- Governance
  - Create a crisis team
  - Meet regularly
  - Gather/present the right information
  - Keep minutes
- Trustee duties
- Reporting serious incidents
- Professional advice



# Funding Issues and Insolvency

- Time to review your income and expenditure
- Increasing income:
  - Continuing to use Government schemes – for example furlough
  - Sell assets, let premises
  - Grants/ donations
  - Using your reserves
  - Examine unrestricted, designated and restricted funds
  - Claim against insurance
- What can you reduce?
  - Liabilities under contracts - review contractual obligations
  - Cease or transfer activities
  - Reduce staff costs
  - Stop occupying premises/ reducing rental costs
  - Borrow (secured?)

# Restricted funds

- Are restricted funds definitely “restricted”?
  - Is “restriction” legally binding?
  - Or have funds merely been “designated” by trustees – and can be undesignated?
  - Charities Act 2011 powers to lift some restrictions – CC consent may be needed
  - Power in governing document (grant agreement or will)
  - Scheme

*“The Commission will be as helpful as possible, and offer what guidance we can.”*

# Options for collaboration



# Resources (1)

- Charity Commission <https://www.gov.uk/guidance/coronavirus-covid-19-guidance-for-the-charity-sector>
  - It's your decision guidance:  
<https://www.gov.uk/government/publications/its-your-decision-charity-trustees-and-decision-making>
- NCVO <https://www.ncvo.org.uk/practical-support/information/coronavirus?carousel>
- Charity Tax Group (for summaries of government initiatives and HMRC updates) <https://www.charitytaxgroup.org.uk/news-post/2020/coronavirus-information-hub-charity-tax-finance-professionals/>
- Our crisis decision tool <https://bateswells.co.uk/crisis-decision-tool/>
- Bates Wells Charity Helpline <https://bateswells.co.uk/charityhelpline/>
- Subscribe to Bates Wells' Briefings <https://bateswells.co.uk/newsletter/>

# Resources

- Bates Wells Coronavirus Hub

<https://bateswells.co.uk/campaigns/coronavirus/>

- Members' meetings - <https://bateswells.co.uk/2020/07/charity-members-meetings-a-coronavirus-guide/?hub-service=charity&hub=coronavirus>
- Trustee meetings - <https://bateswells.co.uk/2020/03/charity-trustee-meetings-a-coronavirus-guide/?hub-service=charity&hub=coronavirus>
- Trustee duties - <https://bateswells.co.uk/2020/03/charity-trustee-duties-a-coronavirus-guide/?hub=coronavirus>
- Solvency - <https://bateswells.co.uk/2020/03/charity-governance-and-solvency-a-coronavirus-guide/?hub=coronavirus>
- Releasing restricted funds - <https://bateswells.co.uk/2020/03/releasing-restricted-funds-and-endowments/?hub=coronavirus>
- Collaborative working - <https://bateswells.co.uk/a-brief-guide-to-collaborative-working/>
- Mergers - <https://bateswells.co.uk/a-brief-guide-to-mergers/>



Questions?



**Augustus Della-Porta**

**Tel: 020 7551 7607**

**[a.della-porta@bateswells.co.uk](mailto:a.della-porta@bateswells.co.uk)**

