Board Resolution Policy

PRN-007: Board Resolution Policy

Company Name: AI Auto-Tech Ltd
Trading/Business Name: CAREHOPES
Company Registration Number: 15556946
SIC Code: 88100 – Social Work Activities Without Accommodation for the Elderly and Disabled
Email: admin@carehopes.com
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1. Introduction

CAREHOPES (TC), operating under **AI Auto-Tech Ltd (Company No. 15556946, England & Wales)**, maintains a governance structure that ensures transparent, ethical, and accountable decision-making. This Board Resolution Policy outlines how TC's Board of Directors makes, records, approves, and enforces formal decisions affecting the organisation, its services, stakeholders, companions, volunteers, and clients.

Board resolutions are essential for:

- organisational stability
- legal compliance
- safeguarding integrity
- strategic direction
- operational clarity
- conflict resolution
- policy approval and amendment

2. Purpose of the Policy

The purpose of this policy is to:

- define how board resolutions are created
- establish approval and voting procedures
- outline documentation and record-keeping requirements

- ensure transparency and accountability
- protect TC's governance framework
- support ethical and compliant organisational decision-making

3. Scope of the Policy

This policy applies to:

- TC Board of Directors
- Executive leadership
- Governance and compliance teams
- Stakeholders affected by board decisions
- Companions, volunteers, and staff
- Organisational sponsors and partners

4. What Requires a Board Resolution

A board resolution is required for:

4.1. Strategic Decisions

- major organisational changes
- expansion into new regions
- introduction of new service categories
- long-term strategic partnerships

4.2. Financial Decisions

- approval of budgets
- major financial commitments
- fee structure changes
- investment decisions

4.3. Policy Decisions

- approval of new policies
- amendment of existing policies
- retirement of outdated policies

4.4. Safeguarding & Risk Decisions

- major safeguarding escalations
- risk management changes
- suspension of services due to risk

4.5. Legal & Compliance Decisions

- regulatory compliance updates
- legal dispute resolutions
- changes to organisational structure

4.6. Operational Decisions

- major operational restructuring
- approval of new departments
- changes to companion deployment frameworks

5. Types of Board Resolutions

TC recognises three types of resolutions:

5.1. Ordinary Resolutions

Used for standard decisions requiring a simple majority vote.

5.2. Special Resolutions

Used for significant decisions requiring a higher voting threshold (e.g., 75%).

5.3. Emergency Resolutions

Used when urgent decisions are required due to:

- safeguarding emergencies
- legal risks
- operational crises
- public safety concerns

Emergency resolutions may be approved electronically.

6. Resolution Proposal Process

6.1. Who Can Propose a Resolution

Resolutions may be proposed by:

- Board members

- Executive leadership
- Governance team
- Safeguarding team
- Legal/compliance team

Companions, volunteers, clients, and sponsors may **not** propose resolutions but may submit concerns that lead to board review.

6.2. Proposal Requirements

A resolution proposal must include:

- title of the resolution
- purpose and justification
- impact assessment
- financial implications
- safeguarding considerations
- operational implications
- recommended decision

7. Voting Procedures

7.1. Quorum Requirements

A quorum must be present for any vote to be valid.

7.2. Voting Methods

Votes may be conducted:

- in person
- via secure digital platform
- via written consent (for emergency resolutions)

7.3. Voting Thresholds

- **Ordinary resolutions:** simple majority
- **Special resolutions:** 75% majority
- **Emergency resolutions:** unanimous or majority depending on severity

8. Documentation & Record-Keeping

All board resolutions must be:

- documented formally
- signed by the Chair or authorised officer
- stored securely in TC's governance archive
- referenced in future audits
- accessible to authorised personnel only

Resolution documents must include:

- resolution number
- date of approval
- voting results
- signatures
- implementation timeline
- responsible departments

9. Communication of Resolutions

Once approved, resolutions must be communicated to:

- executive leadership
- relevant departments
- companions and volunteers (if applicable)
- organisational sponsors (if relevant)
- safeguarding team (if relevant)

Communication must occur through **official TC channels** only.

Companions and volunteers must **not** communicate board decisions independently.

10. Implementation of Resolutions

Implementation must follow:

- assigned timelines
- designated responsibilities
- safeguarding requirements
- legal compliance

- operational readiness

Departments must report progress to the Board.

11. Review & Amendment of Resolutions

Resolutions may be:

- reviewed annually
- amended through new resolutions
- retired if outdated
- replaced with improved governance decisions

Amendments follow the same voting and documentation procedures.

12. Safeguarding Considerations

Safeguarding takes precedence over all other organisational interests.

Board resolutions must:

- protect vulnerable individuals
- reduce risk
- support safe companionship delivery
- comply with UK safeguarding laws

Emergency safeguarding resolutions may override standard procedures.

13. Conflict of Interest Rules

Board members must:

- declare conflicts of interest
- abstain from voting where conflict exists
- comply with TC's governance ethics code

Failure to declare conflicts may invalidate a resolution.

14. Legal Compliance

All resolutions must comply with:

- Companies Act (England & Wales)
- UK GDPR
- Data Protection Act 2018

- safeguarding legislation
- contractual obligations
- regulatory requirements

TC's legal team must review all special and emergency resolutions.

15. Resolution Archive

TC maintains a secure archive containing:

- all past resolutions
- voting records
- implementation reports
- amendment history
- retirement notices

This archive supports audits, governance reviews, and legal compliance.

16. Amendments to This Policy

TC may update this policy to reflect:

- governance improvements
- legal changes
- operational needs
- safeguarding updates

Updates will be communicated through official TC channels.