
Gov 4A BOARD MEETING PROCEDURES

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- **Background**

The law relating to board meetings is contained in the Local Government Official Information and Meetings Act 1987; sections 47 – 52 are relevant to schools. Sections 7 and 8 of the Sixth Schedule to the Education Act 1989 also prescribe rules for board meetings. Although these requirements must be followed, a board also has reasonable flexibility in the way it chooses to conduct its meetings.

The Chair is appointed annually (section 7 Sixth Schedule), and every board member **except** the principal and the staff representative is eligible for the position.

For the avoidance of doubt, section 45(2) of the Meetings Act makes it clear that any gathering of a board where no decisions or resolutions are made is **not deemed to be a board meeting** in terms of the law. Generally this is designed to encourage brain storming and frank discussion in a less formal environment, with the aim of assisting efficient decision-making at official meetings. In addition, it is necessary for **more than half** the trustees to be present before any business can be transacted at a meeting (section 8(4) Sixth Schedule). It should be noted that a meeting may be held via telephone or video conference, provided all the members who wish to participate are able to, and there is a quorum at all times (section 11A Sixth Schedule).

There is a requirement (section 46 Meetings Act) for board meetings to be **publicised** – the board is required to take reasonable steps to ensure that parents can find out in reasonable time prior to the meeting where and when it is to be held. In practice the school newsletter is generally regarded as appropriate for this purpose.

The **agenda and any accompanying reports** must be publicly available at least two working days before the meeting (section 46A Meetings Act). However, if there are large or complicated reports to consider, it would be prudent to ensure that they are distributed earlier than this, particularly in order to allow trustees enough time to prepare for the meeting.

It is good practice to ensure that there are no surprises at a meeting. The law (section 46A Meetings Act) does allow for items not on the agenda to be dealt with provided the board decides by resolution to do so, and the Chair explains why it is not on the agenda, and why consideration of the matter can't be delayed until the next meeting. Generally this should only be done for urgent matters, as there is a danger that matters cannot be fully considered when they are “sprung” on the board at the last minute.

Board meetings are required by section 47 of the Meetings Act to be **“open to the public”**, and members of the public who attend are entitled to a copy of the agenda and all reports. Non-trustees do not have speaking rights. If the board wishes a visitor or non-trustee to have speaking rights, they must move a motion to this effect, which should be recorded in the minutes.

A board may **exclude members of the public** from all or part of a meeting to prevent inappropriate or unlawful disclosure of information. This must be done by a resolution that is set out in the form prescribed in Schedule 2A to the Act. The minutes from any public excluded business must continue to be taken, and should be stored separately. It is recommended by NZSTA that they be printed on different coloured paper to avoid confusion with the public minutes. These minutes are to be made available to board members before the next meeting and can be approved as part of the general

minutes at that meeting (however if there is to be any discussion or matters arising from them this must take place with the public excluded again).

A board's primary decision-making process is via **motions**, which are moved, seconded, and debated. There are broad conventions of generally accepted meeting practice, rather than strict legal requirements governing these matters, which the board may choose to follow. These are elaborated on in the NZSTA Trustee Handbook (Section A, pp 28 –33). Briefly, a motion is a formal proposal for consideration. It is moved by the person proposing it and seconded by another person. It is then open for discussion, after which a decision is made by way of a vote. When a motion is accepted it is described as being carried and should then be referred to as a **resolution**.

Resolutions signed and assented to in writing (whether sent by post, delivery or electronic means) are valid provided that they are made by all members of the Board (section 11B Sixth Schedule).

Board decisions are made by a majority of **votes** cast by trustees present. (Section 8(6) Sixth Schedule). No proxy votes are allowed. The Chair has two votes, and the second casting vote is used in the case where deliberative votes are tied for and against the question in hand. Convention (rather than the law) dictates that in such cases, the casting vote should be used to retain the status quo.

Apologies: It is important that apologies received from trustees who cannot attend a meeting are recorded. This is because there is a legal requirement that if a trustee is absent for 3 consecutive meetings of the board without prior leave, then that person ceases to be a trustee (section 104 (1c) Education Act 1989). It is important to note also that an apology does not constitute 'prior leave' – this must be formally requested at a meeting and approved by the board.

Points of order are questions directed to the Chair that require an answer or a ruling. They usually relate to the rules for the running of a meeting, and are not open to debate.

Minutes: NZSTA recommends that trustees do not take minutes, and that a separate minute taker be employed. This employee needs to have a signed confidentiality agreement. It is also recommended that minutes record decisions and action points, but not the discussions around them. There is no prescribed time frame for the completion and circulation of minutes following a meeting, so that is up to a Board to decide. A reasonable time should be allowed. A copy of all minutes must be signed by the Chair and each page initialled, once they are approved. These must be permanently retained. NZSTA recommends making minutes available in the staff-room, and the staff trustee reporting them directly to staff at one of their meetings.

Conflicts of interest: Sections 8(8) and (9) of the Sixth Schedule describe two situations where trustees are legally required to be excluded from board meetings. First, in cases where the trustee has a "pecuniary interest" in a matter, they must be excluded while the matter is discussed, considered and decided. Second, a trustee who is a member of the board staff must be excluded when the board considers, discusses or decides any matter relating to that member's employment, or relating to a complaint against them in their capacity as a staff member. In other situations where trustees could have, or be thought to have, a personal stake in matters under consideration, it is prudent to declare the conflict of interest, have it recorded in the minutes, and withdraw from the meeting until the matter has been dealt with. *Ministry Circulars 2002/1 and 2006/07* give further guidance on how to identify and manage conflicts of interest.

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*note: * indicates mandatory legal requirements*

General

- 4A.1 The Chair shall be elected annually at the first meeting each calendar year, except in election year where it will be at the first meeting of the newly elected Board.*
- 4A.2 The quorum (being the minimum number of trustees required to be present in order for a business to be conducted) shall be more than half the Board members currently holding office. *
- 4A.3 Board meeting dates will be advertised in the school newsletter.

Time of meetings

- 4A.4 Regular meetings commence at 7pm and conclude by 9.30pm.
- 4A.5 A resolution for extension of time may be made.
- 4A.6 Any business remaining on the agenda at the conclusion of the meeting is transferred to the following meeting.

Special meetings

- 4A.7 Special meetings may be called by the Chair or by a consensus of at least one third of trustees currently holding office.

Agenda

- 4A.8 A call for items to be included on the agenda will be made one week prior to the meeting.
- 4A.9 Confirmation of the meeting agenda is the responsibility of the Chair.
- 4A.10 The agenda will be forwarded to all Board members, together with all relevant papers, at least 2 working days before the meeting.*
- 4A.11 Items not on the agenda prior to the meeting may only be included if the Chair explains why they are not on the agenda and the reason that their consideration can not wait until the next meeting, and the Board decides by resolution to include them.*
- 4A.12 The order of the agenda may be varied at the meeting at the discretion of the Chair.

Public Participation

- 4A.13 Members of the public and non-trustees may attend board meetings, although they have no automatic speaking rights.
- 4A.14 Public participation is at the discretion of the Chair.
- 4A.15 Public attending the meeting are given notice by the Chair about their rights to participation in the meeting.

Exclusion of the Public

- 4A.16 The meeting may, by resolution, exclude the public and news media from the whole or part of the proceedings. *
- 4A.17 In such cases, the resolution should be worded and recorded in the minutes in the following form: *

“That the public be excluded for agenda item xx pursuant to section 48 of the Local Government Official Information and Meetings Act 1987. The reason being to discuss (e.g. a personnel matter) and the grounds are to (e.g. protect the privacy of the individual concerned).”

Apologies

- 4A.18 Only apologies received from trustees unable to attend are recorded in the minutes.

Motions/Amendments

- 4A.19 All motions and amendments moved in debate must be seconded unless moved by the Chair.
- 4A.20 Only one motion at time will be considered.
- 4A.21 Motions can be amended during discussion. The amendment must be moved and seconded before it is discussed and voted on.

Termination of debate

- 4A.22 All decisions are to be taken by open voting by all Trustees present.
- 4A.23 The Chair may exercise a casting vote in the case of equality of votes, in addition to his/her deliberate vote.
- 4A.24 Matters already discussed and voted on may not be reintroduced at the same meeting in any guise.

Points of Order

- 4A.25 A board member may raise a point of order at any time. After the point has been stated, the Chair issues a ruling, which is final.

Suspension of meeting procedures

4A.26 Standing orders (accepted meeting procedures) may be suspended by resolution.

Conflicts of interest

4A.27 A trustee who identifies a conflict of interest should declare it before any discussion of a matter begins. The declaration is recorded in the minutes. If appropriate, the trustee then withdraws from the meeting until the matter has been dealt with and voted on.

Minutes

4A.28 The minutes will be distributed to all Board members within two weeks of the meeting.

4A.29 Copies of meeting minutes are to be available for inspection in the school office and the staff-room.

4A.30 Approved minutes are to be signed by the Chair and filed permanently in a secure location in the school office.

Resolutions made outside meetings

4A.31 In situations of urgency or to avoid unnecessary delays in decision-making, the Board may make resolutions via post, personal delivery or electronic means, provided the resolution is signed and assented to by all members of the Board.