

Governance support resources

Board meetings

Introduction

The Sixth Schedule of the Education Act 1989 sets out a base framework for the way a board will conduct its meetings. The framework is very general and allows the board considerable flexibility to implement its own policies and practices, to ensure orderly, productive meetings. No one board needs to be organised the same as another, though practice and procedures must be consistent with legislation and charter obligations. The board decides the date, time, and location of meetings, and how the meetings will be structured. Most boards adopt a regular schedule of monthly meetings, with committees or task-teams meeting when appropriate. Meetings can be held by electronic means provided all trustees who wish to participate in the meeting have access to the technology needed to participate and a quorum of members can simultaneously communicate with each other throughout the meeting.

Notice of meetings

The *Local Government Official Information and Meetings Act 1987* (LGOIMA) sets out the current requirements for public notification of board meetings. In essence, s46(7) says:

“...every Board shall take all reasonable steps to ensure that parents...of students enrolled at schools that the Board administers can readily find out, within a reasonable time before those meetings, where and when meetings of the Board are to be held”.

Any such notice should state the date, time, and location of the meetings, and should be sent to all board members and be available publicly. It should be sent with the agenda and other board papers to all trustees at least two working days before the meeting. The agenda and all board reports/papers should be available to the public at the school office two clear working days before the meeting. These publicly available papers should not include any documents that are going to be, or are likely to be, considered while the public is excluded from the meeting.

Anyone can take notes from or ask for copies of the agenda or reports and that person shall be given such a copy as soon as practicable. This also applies to the minutes of the meeting after they have been written up and can take place before they are confirmed as a true record of the meeting. At that stage it is suggested that copies of minutes be clearly marked as “draft” or “unconfirmed” or “subject to confirmation”.

Note: The LGOIMA refers to paying “the prescribed amount (if any)” for copies of papers. Any such amount will be set by the Governor-General by Order in Council or some similar mechanism. It cannot be set by a board of trustees or school administration. At the time of writing NZSTA understands there is no intention to set any such amount. For more detailed information about this contact the Governance Advisory and Support Centre on 0800 782 435: option 1.

Meeting procedures

There are broad conventions of generally accepted meeting practice which a board may wish to follow. These conventions (rules) are designed to allow trustees to introduce matters and then proceed with debate, dissent, and decision making in an orderly fashion.

Board decision making

All matters to be decided by the board will be done by way of a vote. This is usually done on “the voices”. However, if that is challenged, the chair will call for a show of hands.

Under some circumstances, for instance, a decision involving contentious issues where strong personalities are involved, it may be appropriate to hold a secret ballot in order that trustees may vote freely.

On all matters dealing with the decision-making process, boards will have their own rules of order. This order should be standardised and followed at each meeting. At all meetings common sense and courtesy is a good rule of thumb.

The following guidelines apply in most common situations:

- A board's primary means of decision making is through motions, which are moved, seconded, debated, and put to the vote. The chair or members may ask the mover to write down the motion before it is acted upon. The chair may assist the mover with wording for clarity.
- Each motion deals with only one matter or issue. Debate must be limited to the issue at hand. Speakers who stray from the issue or attempt to introduce new matters should be ruled out of order.
- Each speaker should be allowed to speak once on a subject under debate. The chair may refuse to allow a trustee to speak again until everyone has had a chance to speak.
- A member may raise a point of order at any time. After the point has been stated, the chair issues a ruling. The chair's ruling is final unless challenged at the time.
- Only one motion at a time will be considered by the board. That motion may be amended. Votes on amendments must be taken before the motion is further considered.
- If the amendment is agreed to it becomes part of the motion.
- Further amendments may be made to the motion but only one at a time can be proposed, discussed, and decided upon.
- After motions have been passed or rejected, no further discussion on the same issue should be allowed at the same meeting, other than a motion to reconsider.

Voting

The following rules apply to the voting procedure:

- Voting to decide a motion requires a simple majority.
- A trustee can request that his or her vote be recorded.
- The chair has a vote on every matter, and where there is a tied vote, a casting vote. It is a convention, and only a convention, that a casting vote is used to maintain the status quo because there is no clear indication that the majority of the board want a change.
- Procedural motions to terminate or adjourn debates take precedence over all other business and shall, if seconded, be put to the vote immediately without discussion or debate.
- Resolutions passed by way of electronic or postal methods are valid as long as these resolutions are passed unanimously.
- A trustee may abstain from voting. An abstention is counted as an absence of a vote; ie, if the vote is two in favour, one against with four abstentions, the motion is carried. In a case such as this, where a significant number of trustees abstain, it may be an indicator to the meeting that the issue under consideration may need further investigation so the board as a whole can feel confident in its decision.

Agenda

The agenda sets out the order of business for the meeting. It should be sent out with the notice of meeting. Many boards use the agenda as the notice of the meeting, and it must be publicly available two working days before the meeting to which it refers.

Agendas must be available publicly at a meeting, along with copies of all reports and other papers to be discussed in open meeting, so that people can follow what is happening.

An agenda template can be downloaded from our [website](#).

Quorum

The quorum is the minimum number of trustees that must be present before a meeting can conduct business. A meeting quorum consists of more than half the trustees currently holding office.

Note: If the board has a number of casual vacancies, the quorum is more than half the remaining board members.

Apologies

Only apologies received from those who cannot be present must be recorded. An apology does not meet the requirement of "prior leave". Trustees who miss three consecutive meetings without prior leave of the board cease to be members and a casual vacancy occurs. To obtain prior leave, a trustee needs to request leave for however long the need is, at a board meeting, and the board must approve it.

Minutes

The minutes are the written record of the business conducted at the meeting. Minutes of the previous meeting are usually reviewed and confirmed at the following meeting. They should be signed there and then by the chair. It is not necessary for a person who

was at the previous meeting to move that the minutes are a true and accurate record of that meeting. Any trustee can move the appropriate motion. Minutes should be made available to the public as soon as they are prepared (apart from public excluded minutes). Until confirmed as a true and accurate record minutes should have "unconfirmed" stamped across them.

Minutes should be brief, factual, and accurate. It is not necessary to record everything said by everyone during a meeting. At most, a couple of sentences about the general nature of the discussion will be sufficient. What the minutes must contain are the facts: which trustees were present and late arrivals or early departures. It is most important the minutes contain what motions were put forward, who moved them, who seconded them, any amendments to the motion, and what happened to those amendments, and, in the end, what happened to the motion.

In addition, the minutes should record at the end when and where the next board meeting will be held. If the public has been excluded from any part of the meeting, the minutes for that part of the meeting are confidential. To identify them it is useful to print them on a different coloured paper and note them as confidential. They can either be circulated with board papers or at the next meeting for confirmation. In some cases, boards choose to number and collect each copy after confirmation so all copies can be destroyed. The originals should be filed in a separate folder in a secure place. Note, that minutes are required to be retained indefinitely.

For advice about minutes of meetings when the public is excluded, refer to the "In committee" part of this article.

Matters arising from previous minutes

Matters arising are matters which were nominated for action at the previous meeting and recorded in the minutes. Dealing with arising matters means that a check is kept on whether all tasks have been carried out from the previous meeting.

Correspondence

The board should have access to all correspondence. Correspondence that the board needs to take some action on should generally be copied to trustees before the meeting and discussed either under general business or in the relevant section of the meeting. Other correspondence may be listed and tabled so board members can look at it if they wish. It is important that any letter addressed to the chair of the board is seen by the whole board. Letters of complaint should be tabled at one board meeting and only considered once relevant reports in response to the complaint have also been received. This usually would be the following meeting or, in some cases, the board may delegate action to a special committee.

Motion

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.

Amendment

Motions can be amended during discussion. The amendment must be moved and seconded before it is discussed and voted on.

Moving from the chair

The chair can put a motion before the meeting. When moved from the chair, a motion does not require seconding.

Points of order

Points of order are questions directed to the chair which require an answer or a ruling. They are not open to debate and usually relate to the rules for the running of a meeting. The chair's ruling is final unless challenged at the time

Lying on the table

When a matter cannot be resolved, or when further information is necessary before a decision can be made, the matter can be left unresolved for future discussion.

Tabling documents

When written information is used in support of a discussion, it should be tabled so that it can be examined by those present. It then forms part of the official record.

In committee

Although common usage describes a meeting going private as "going into committee", the correct terminology is "that the public is excluded". Therefore, some matters are better described as being discussed in the public-excluded section of the meeting. Rules for doing this are laid out in the *Local Government Official Information and Meetings Act 1987*. In particular, the wording to be used in the motion to exclude the public can be found in Schedule 2A of that Act. Members of the public, including the media, are excluded from the meeting when it moves into committee, unless specially invited to stay. The motion to allow that must be passed while the meeting is still open to the public. The publicly excluded part of the meeting is most often used to discuss personnel or financially sensitive issues.

Attendance of the general public

Board meetings are meetings held in public, they are not public meetings. Members of the board's staff are entitled to attend board and board committee meetings as members of the public. They have the same rights and are subject to the same restrictions as any other member of the public.

In respect of meetings of the board of trustees or committees of the board, members of the public are:

- entitled to know in advance when and where meetings are to be held
- entitled to copies of the agenda in advance of the meeting (this includes copies of all written reports and other documents that are relevant to matters to be discussed in open meeting)
- entitled to attend the meeting to watch and listen
- entitled to take notes
- **not** entitled to take part in the meeting by word or action (the board can resolve to grant a member of the public speaking rights)
- **required** to leave the meeting if the chairperson believes, on reasonable grounds, that the member of the public's behaviour is likely to prejudice the orderly conduct of the meeting
- **likely** to be removed by a constable at the request of the chair if they are disruptive and do not comply with the chair's instructions when an effort is being made to maintain order in the meeting room
- **not** entitled to communicate with trustees during the meeting unless the trustee leaves the meeting (and preferably the room to cause the minimum disruption to the meeting)
- **required** to leave the meeting room when the meeting goes "in committee"; and
- entitled to return to the room when the meeting comes "out of committee"

A record of what happened while the public is excluded must be kept. The form of these minutes should be identical to those kept while the meeting is open to the public. It is suggested that these minutes be printed on a different coloured paper and be pasted into a separate minute book when they have been approved and signed off. These minutes are not for general public viewing, but can be requested by the public under the *Official Information Act*. Boards are encouraged to contact the Governance Advisory and Support Centre on 0800 782 435 : option 1 for assistance when such a request is received.

All minutes are available to all trustees, both current and future, regardless of whether the trustee was actually present at the meeting. This is spelt out in the Sixth Schedule of the *Education Act 1989*. It must be stressed that discussions held when the public are excluded are confidential to the board. Revealing details to members of the general public could potentially render the board liable to consequential legal action. If a member of the board, acting as an individual, releases information, he or she may be held personally liable for any damages the board may suffer. The board should ensure that any advisers they may consult on matters being dealt with in committee are made very aware that the matter is confidential and is being dealt with in committee by the board.

Standing orders

This term refers to a set of rules which may be adopted by a board to run its meetings. A number of boards have adopted the Standards Association of New Zealand Model Standing Orders or have adapted them. NZSTA strongly recommends that boards do not adopt model standing orders. They are too long and unwieldy for board of trustees meetings. In fact, some of them contradict requirements for boards under the Sixth Schedule of the Education Act.

Meeting secretary (board secretary)

In order to free trustees to participate fully in board meetings, it is desirable that someone other than a trustee takes minutes and provides administrative support. This person is usually referred to as the minute secretary. It is usual to pay the minute secretary for the work done on a commercial basis rather than the equivalent trustee meeting fee.

The board should not co-opt this person so he or she can be paid a standard attendance fee. Doing that raises other issues such as the right of the minute secretary to speak and vote. The minute secretary is not a member of the board and does not have a vote. He or she usually stays with the board in any "public excluded" section of the meeting in order to take minutes. As an employee the minute secretary is not considered a member of the public during the meeting. Although a minute secretary does not automatically have speaking rights, he or she can ask for clarification on how a matter is to be minuted, and on occasion may remind the chair if a motion has not been put to the vote.

Board committees

The board may delegate its powers/functions to committees which can be comprised of non trustees. Committees must have a minimum number of two persons, at least one of whom must be a trustee. Delegations must be by way of resolution and written notice to the person or persons concerned. Refer to Schedule 6 of the Education Act 1989.

Pecuniary interest

Pecuniary interest arises where a trustee may be financially advantaged or disadvantaged as a result of decisions made by the

board. This may occur, for example, in the awarding of contracts where one of the trustees has submitted a tender which is under consideration. In such a case the trustee concerned must leave the meeting while the topic is under discussion and the decision is made.

A similar scenario would occur when the board is considering its response to questionnaires sent by NZSTA about pay and conditions in readiness for wage negotiations. If the staff trustee is a teacher and the questionnaire is about teachers' pay and conditions of employment, then the staff trustee is excluded. However, if the staff trustee is a teacher and the questionnaire is about pay and conditions for caretakers and cleaners, then the staff trustee can remain. In this second example the discussions and decisions made will not affect the financial position of the staff trustee.

The same criteria will apply where the board is considering pay or salary deductions at times when industrial action such as strikes (whether full or partial) are being taken by groups of staff.

Conflict of interest

From time to time situations may arise in which individual trustees could have, or could be thought to have, a personal stake in matters to be considered by the board. A trustee who identifies a conflict of interest must declare it before any discussion of the matter begins. A trustee should:

- publicly declare a conflict of interest, state the general nature of the interest, and have the declaration recorded in the minutes
- withdraw from the meeting while the matter is discussed
- not vote on the matter; and
- not discuss the matter with the board or attempt to influence the vote

Honoraria

Most boards follow the generally accepted amounts in terms of the payment of honoraria for attendance at board meetings: trustees are paid at the rate of \$55 per meeting, with the chair receiving \$75. The IRD has provided for this fee to be tax free to a level of \$605 per member and \$825 for the chair per annum in recognition that it covers the expense of attending meetings. Boards have the right to decide how much their members are paid. The principal, as a member of the board, is entitled to the same payment as all other trustees except the chairperson.

Reference

A good book to use as a reference for meetings is:

MEMBERS' MEETINGS-Mark von Dadelszen



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Where do I get advice?

For further advice please contact the governance Advisory and Support Centre 0800 782 435 (option 1) or govadvice@nzsta.org.nz