

Governance support resources

Co-opting trustees to the board

The Governance and Advisory Support Centre is often asked whether or not a casual vacancy, caused by the resignation of a parent representative on the board, can be filled by co-option. The answer is no it cannot. For information regarding filling a casual vacancy please contact our Advisory and Support Centre on 0800 782435. Let's look at co-opting trustees now.

Why Co-opt?

At its best, the membership of every board of trustees should have ethnic, skill and gender balance. That is reflect the ethnic and socio-economic diversity of the school's community, be gender-balanced, reflect the character of the school's community and have sufficient expertise and experience to govern the school effectively. If the board feels that it falls short of any of these criteria, it may decide to increase its number of trustees by deciding to co-opt someone to fill the gender, ethnicity or skill gap.

Are co-opted trustees equal to other board members?

Co-opted trustees are board members with full rights and responsibilities. They have full voting rights, are included when counting for a quorum, can chair the board, and are entitled to meeting fees.

How long does the co-option last?

Co-opted trustees are on the board for a term of three years from the time of co-option, unless the board decides on a shorter term **at the time of co-option**. For instance, a board might co-opt someone to assist with a particular project that is expected to be completed within six months – in that case the motion should be “to co-opt _____ until the _(date)_____ to complete the _____project.

How many co-opted trustees can we have?

Section 100 of the Education Act 1989 states that no board shall co-opt a trustee if the effect of the co-option would be that the board did not have more parent representatives than the total number of trustees co-opted by the board or appointed. However, a board can continue to operate if there are more co-opted trustees than parent elected trustees when there are one or more casual vacancies for parent elected trustees, as long as the casual vacancies are in the process of being filled.

We are an integrated school, already have a 'full quota' of elected and appointed trustees, and want to co-opt someone for their expertise. How do we do that?

Assuming the board is constituted to comprise 5 elected parent representatives and 4 proprietor's appointees (the most common scenario), here are some options, the first two of which involve the agreement of the proprietor.

1. If there is a proprietor's appointee vacancy you could ask the proprietor to consider appointing the person you had in mind and discuss the reasons for this.
2. If there are vacancies in the number of proprietor's appointees you could use section 94A of the *Education Act* and ask the proprietor to consent to a reduction in the number of trustees they are entitled to appoint. Such consent needs to be in writing and could be time bound for reconsideration at the next triennial elections.
3. You could use section 94B and alter the constitution of the board to increase the number of parent elected trustees from 5 to 6. You have to then call a by-election for the new position (you could nominate the person you wanted to co-opt). This gives the board the ability to increase the available co-opted seats by one. Effectively this option gives the board the ability to have two new members when they only want one, which is a consideration as integrated boards tend to be relatively large in number already.

Prior to their co-option, the new trustee should complete and sign a trustee eligibility attestation. This will attest that none of the trustee ineligibility criteria detailed in Section 103 of the Education Act 1989 applies to them. A template form may be accessed on www.nzsta.org.nz - enter "Attestation" in the search box.

As for any other new board member, co-opted trustees should complete and submit Appendix 2. A hyperlink to Appendix 2 can be found on the home page of www.nzsta.org.nz



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Where do I get advice?

The *Governance advisory and support centre* advisers can also assist and are contacted on 0800 782 435, option 1 or govadvice@nzsta.org.nz