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Governance support resources

Board meetings and board resolutions via electronic means

Schedule 6, clause 40(12)(b) of the Education Act 1989 allows boards to hold meetings via audio, audio and visual, or electronic communication providing:

- a. all trustees who wish to participate in the meeting have access to the technology needed to participate, and
- b. a quorum of members can simultaneously communicate with each other throughout the meeting.

Schedule 6, clauses 40(13)-(14) allow boards to pass resolutions by post, delivery, or electronic communication. Resolutions passed in this way must be unanimously agreed to by all trustees currently in office.

Points to note when holding meetings via electronic means are:

- As board meetings are held in public the board will need to ensure community members can access the meetings to observe/listen. This could be, for example, by providing dial-in access if holding a meeting by audio conferencing (taking account of any cost involved or possible misuse of the dial-in PIN number), or designating a place where community members could gather. This could be where the board normally holds its meetings, if it is convenient for one or more of the trustees to be there.
- If the meeting could be open to legal challenge, eg a board disciplinary hearing, it would be very important to ensure the board's procedures do not disadvantage any person who had the right to be involved in that meeting.
- It is important to ensure the integrity of the process for excluding the public (ie, going "into committee") is protected. For example, if dial-up access is provided to community members to listen in to a board meeting, the board would need to ensure community members had gone off line before public excluded business was discussed. (It is likely that this method of holding a meeting would usually be to deal with public excluded business which needed to be dealt with quickly by the board.)

Points to note when passing resolutions by electronic means are:

- If the board is passing a resolution via electronic means, eg, email, emails from board members assenting to the resolution should be from board members' known email addresses. This would provide sufficient proof of identification and agreement with the resolution from the trustee concerned. It would not be necessary to provide an actual "electronic signature". It is important, though, that individual agreements to the resolution are printed, gathered together, and signed off by the chair.
- Unanimous resolutions passed by electronic means should be included in the schedule of correspondence at the next board meeting. This then becomes part of the board's official written record and avoids the danger of a resolution being filed away and forgotten about or lost.

Provisions relating to board meetings can be found in clause 40 of schedule 6, Education Act 1989. The link is here: [Education Act 1989 No 80 \(as at 02 January 2018\), Public Act Contents – New Zealand Legislation](#)



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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