



## Governance support resources

### Board meetings

[The Education \(School Boards\) Regulations 2020](#) set out a framework for the way a board will conduct its meetings. It 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. The board decides the date, time, and location of meetings, and how the meetings will be structured. Most boards adopt a regular schedule of meetings, with delegated committees meeting when appropriate. Meetings can be held by electronic means provided all board members 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, [section 46\(7\)](#) applies to school boards and says:

*“...every Board must 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 available publicly. It should be sent with the agenda and other board papers to all board members at least two working days before the meeting.

The agenda and all board 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 any open 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 school board or school administration.

## 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 school board 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 presiding member believes, on reasonable grounds, that the member of the public's behaviour is likely to prejudice the orderly conduct of the meeting
- able to be removed at the request of the presiding member if they are disruptive and do not comply with the presiding member's instructions when an effort is being made to maintain order in the meeting room
- not entitled to communicate with board member during the meeting unless the board member 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 into publicly excluded business and
- entitled to return to the room when the meeting comes out of publicly excluded business

## Quorum

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

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

## Conflict of interest

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

## 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 board members to introduce matters and then proceed with debate, dissent, and decision making in an orderly fashion.

## 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 members of the public can follow what is happening.

An agenda template can be downloaded from Part C of the [NZSTA governance framework](#) on the NZSTA website.

## Apologies

Only apologies received from those who cannot be present must be recorded.

An apology does not meet the requirement of “prior leave”. Board members who miss three consecutive meetings without prior leave of the board cease to be members and a casual vacancy occurs. Prior leave must be requested, in writing to the board, before the first meeting to be missed. The leave requested should cover the period of time needed and the board is not obliged to grant it.

## 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 board members 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 presiding member 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.

## 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 presiding member 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, paper, ballot in order that board members 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 presiding member or other members may ask the mover to write down the motion before it is acted upon. The presiding member may assist the mover with wording for clarity
- Each motion deals with only one matter or issue. Discussion must be limited to the matter at hand. The presiding member should ensure that discussion does not stray from this. Speakers who stray from the matter 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 presiding member may refuse to allow a board member 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 presiding member issues a ruling. The presiding member’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 board member can request that his or her vote be recorded
- The presiding member 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 board members 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 that have been assented to in writing (by post, courier or electronic communication) are valid as long as they have been carried unanimously
- A board member may abstain from voting. An abstention is counted as an absence of a vote. So, for example, 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 board members abstain, it may be an indicator to the meeting that the issue under consideration needs further investigation so that the whole board can feel confident in its decision

## Minutes

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 presiding member. 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 board member can move the appropriate motion. Minutes should be made available to the public as soon as they are prepared - apart from public excluded business (PEB) 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. Usually, a couple of sentences about the general nature of the discussion will be sufficient. What the minutes must contain are the facts: which board members 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, minutes should record at the end when and where the next board meeting will be held.

All open meeting minutes are available to all board members, both current and future, regardless of whether the board member was actually present at the meeting.

Open meeting minutes should also be made available to members of the public, on request. To operate in an open and transparent manner, boards may publish their open meeting minutes on the school's website.

Note that minutes are required to be retained indefinitely.

## Public excluded business (PEB)

Rules for conducting PEB are laid out in the Local Government Official Information and Meetings Act 1987. The wording to be used in the motion to exclude the public can be found in [Schedule 2A](#). All members of the public, including the media, are excluded from the meeting unless specially invited to stay because they have knowledge in relation to the matter which is to be discussed that may be of

assistance to the board. . The motion to allow someone to stay must be passed while the meeting is still open to the public. The public is most often excluded when the board deals with personnel or financially sensitive issues.

A record of what happened while the public is excluded must be kept. If the public has been excluded from any part of the meeting, the minutes for that part of the meeting are confidential. If hard copies are kept, 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. If PEB minutes are kept electronically, only board members should be able to access them.

It must be stressed that discussions held when the public are excluded are confidential to the board. Revealing details to members of the public could potentially render the board liable to consequential legal action. If a member of the board, acting as an individual, releases information, they 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 public excluded business are made very aware that the matter is confidential and is being dealt with as PEB by the board.

Note that while PEB minutes are not for general public viewing, access to them can be requested by the public under the Official Information Act.

## Meeting secretary (board secretary)

In order to free board members to participate fully in board meetings, it is preferable that someone other than a board member 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 board member 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.

The minute secretary usually stays with the board in any public excluded business in order to take minutes. As an employee, engaged to perform a particular task, they are not considered a member of the public during the meeting.

Although a minute secretary does not automatically have speaking rights, they' can ask for clarification on how a matter is to be minuted, and on occasion may remind the presiding member if a motion has not been put to the vote.

## Glossary

### 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 presiding member

The presiding member can put a motion before the meeting. When moved from the presiding member, 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 presiding member'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.

## Reference

A good book to use as a reference for meetings is: *Members' Meetings* by Mark von Dadelszen



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For further advice please contact the *Advisory and Support Centre* on

**0800 782 435, option 1** or

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