

## Section 14: Proceedings of the Governing Body

- 14.— (1) The quorum for a meeting of the governing body and for any vote on any matter at such a meeting, is one half (rounded up to a whole number) of the membership of the governing body.
- (2) For the purposes of paragraph (1) the membership of the governing body does not include vacant positions on the governing body.
- (3) Every question to be decided at a meeting of the governing body is to be determined by a majority of the votes of the governors present and voting on the question.
- (4) Where there is an equal division of votes the chair, or as the case may be, the person who is acting as chair for the purposes of the meeting (provided that such person is a governor), will have a second or casting vote.
- (5) No decision to serve notice of discontinuance of the school under section 30 of the SSFA 1998 whether taken by the governing body or by a committee, will have effect unless it is confirmed by the governing body at a meeting held not less than 28 days after the meeting at which the decision was made and the matter is specified as an item of business on the agenda for both meetings.
- (6) No decision to change the name of the school will have effect unless the matter is specified as an item of business on the agenda for the meeting.
- (6A) No decision to remove excess governors under regulation 15(2) to (4) of the School Governance (Constitution) (England) Regulations 2012 or regulation 22A(2) to (4) of the School Governance (Federations) (England) Regulations 2012 has effect unless the matter is specified as an item of business on the agenda for the meeting.
- (7) The proceedings of the governing body of a school are not invalidated by—
- (a) any vacancy among their number;
  - (b) any defect in the election, appointment or nomination of any governor;
  - (c) any defect in the appointment of the chair or vice-chair; or
  - (d) any person not having received written notice of the meeting or a copy of the agenda for the meeting.
- (8) Notwithstanding the requirements of paragraphs (1) to (3), the governing body may approve alternative arrangements for governors to participate or vote at meetings of the governing body including but not limited to by telephone or video conference.

Section 14 looks at the proceedings used at meetings of the full governing body.

We are still talking here about meetings of the **full governing body**. Section 14 applies to full board meetings, where every governor and associate member has been invited. It does not apply to committee meetings.

So section 14 tells us how governors make decisions. This is really key for clerks to learn so I'm going to explain this in detail.

First of all I need to explain what a "quorum" is, because paragraphs (1) and (2) are about the quorum. You can't be a clerk for more than about five minutes without being asked "Are we quorate?"

The quorum is the number of governors that you need in a meeting in order to hold a vote. If a meeting is quorate then governors can hold votes. And votes are how governors take decisions.

If a meeting is not quorate, which is also known as being “inquorate”, you do not have enough governors in the meeting to hold votes. That means governors can’t make any decisions at all.

If a meeting is inquorate then governors can't decide to approve a policy. They can't decide to spend any money. They can't appoint a new governor. They can't take any decisions at all if they are not quorate.

So let's explain how to calculate how many governors you need in a meeting to be quorate.

To calculate the quorum you just need to know one figure: **the number of governors in post at your school**. And then you divide that figure in half.

So if you have 10 governors in post at your school, your quorum is half of 10, which is five. You need five governors in a full board meeting to be quorate.

If you divide your governors in half and end up with a fraction of a governor, so you get a figure like 5.5 or 6.5, then the law tells us to round up rather than round down.

So if you have 11 governors in post, half of 11 is 5.5 and we round that 5.5 up to six. If you have 11 governors in post your quorum for a full board meeting is six.

Whenever you're calculating the quorum you only count governors, you don't count associate members. And you don't count vacant governor positions either.

So **ignore** any governor vacancies and **ignore** any associate members.

This is an excerpt from the transcript of the Roles, Procedures & Allowances training course from Ask A Clerk.

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