



Charter School Board

# MEETING QUORUM

## *What is a quorum?*

A quorum is the required number of board members present at a charter school board meeting for the board to legally conduct its business. The topic of quorum and options to follow when a quorum of the board is not present for a scheduled meeting is addressed in MN §317A.235 which is the statute governing nonprofit organizations in Minnesota. This law applies to charter schools in outlined in Minnesota's Charter School Law, specifically MN §124E.06 Subd. 2.

## ***MN §317A.235 QUORUM.***

*A majority, or a larger or smaller proportion or number provided in the articles or bylaws but not less than one-third, of the directors currently holding office is a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the proportion or number otherwise required for a quorum.*

What This Means: Charter schools' bylaws specify both the number of board members the board is authorized to have and the number (or percentage) of board members that constitute a quorum. Such designations are appropriate so long as they fall within the parameters contained in MN §317A.235. In other words, a quorum must be at least one-third of the directors currently holding office. The vast majority of charter school bylaws indicate that a quorum is a majority of directors currently holding office.

What Else This Means: Board members should check your board's bylaws to be sure they are in compliance with statute and to ensure there is agreement among all board members on what a quorum is for your board.

*This paper is not intended to be legal advice. Please check with the school's legal counsel and / or relevant Minnesota state statute for additional information.*

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# QUORUM FAQs

At times questions arise from charter school board leaders about specific quorum-related topics, such as:

- Do we have to have a quorum for the entire meeting? Or, what do we do if we lose a quorum during the meeting?

The statute only requires a quorum to start the meeting and, if enough board members leave during the meeting that attendance drops below the number required for a quorum, the meeting may continue without those members present. This is not an ideal situation and ACNW recommends that all charter school board meetings have a quorum of members participating from the beginning to the end of their meetings.

- Can we just take care of “non-action” items on the agenda or items that don’t require a vote, such as reports, if we don’t have a quorum, or while we are waiting for board members to arrive in order to achieve quorum?

The answer here is NO. None of the items on the agenda, regardless of their nature, including Discussion, Reports, Updates, etc. can be considered by a charter school board without first achieving a quorum of members and convening its meeting. The basis for this is that all items on a public body’s agenda is “business” and all “business” of the board shall be conducted at a public meeting, which means a meeting at which a quorum of board members is present.

- What are our options if we don’t have a quorum present to start our meeting?

Two options exist for boards that do not achieve a quorum of members and they are: A) Make phone contact with board members to see if they are en route to the meeting, and if enough board members are “on their way” to the meeting, the board can delay the start of the meeting until a quorum of members is present; or, B) adjourn the meeting and set a date certain for the meeting to continue (hopefully this would be based on information that indicated a quorum of board members would be available on that date).

One thing you cannot do is have board members call in by phone to achieve quorum. A board member is never considered present if calling in by phone. Further, while a board member can participate via video conference (Skype, Google Hangouts, etc.) and be considered present for quorum, this is not something that can be done at the last minute. A board member may only call in via video conference if this is determined and posted in advance. See *ACNW Sounding Board Issue 3, Part 4* for more information on this topic.

One thing you should not do is cancel the meeting. Presumably, the board has business that it needs to attend to at this meeting and canceling the meeting means that these topics will not be addressed for a month or more.