

## **Attendance, Quorum and Proxy**

### **1. Attendance:**

- There are four categories of attendees in a board meeting, full members, ex-officio members, invitees and in-attendance
- Full members are those who are elected to serve in the Board through a proper process. They have a right to vote.
- Ex officio members are present by virtue of the position they hold in the organization. Generally, the Chief Executive Officer (CEO) is an ex-officio to the Board meetings. The ex-officio members can be both voting and non-voting members as described in the bye-laws of the organization.
- Invitees are those members who are invited for a particular meeting/topic. They can contribute to the meeting/topic but have no right to vote. Therefore, they cannot influence the decision making process.
- In- attendance are those who are invited to observe and support the smooth conduct of the meeting. They can be secretarial staff and others who provide support in order to run the meeting efficiently. They are neither asked to contribute to the discussion nor take part in the decision making process.
- For all the above categories, attendance should be marked in the attendance register.
- An attendance register is a register to record attendance of the members. This is maintained in a separate register meeting wise chronologically.
- In case a member is not present; leave of absence should be granted and recorded as such in the register
- A sample attendance register is attached as **Annexure 1**.

### **2. Quorum**

- Quorum is a threshold limit of members necessary for conducting a valid meeting. The membership varies from one organization to another and is generally defined in the bye laws of the organization.
- The quorum is calculated on the basis of full members present and excludes ex-officio and invitees.
- The quorum can be anywhere from 1/3<sup>rd</sup> to ½ of the number of members as presented in the bye laws of the organization.
- No business can be transacted unless there is quorum in the meeting.

- In case a meeting is called and cannot be held for want of quorum, then its adjourned for an hour and can be reconvened. For the re-convened meeting, there is no requirement for quorum.

### **3. Proxy**

- Proxy is an arrangement where in case the member is unable to attend, he/she can nominate someone else to attend on his/her behalf.
- Since board meetings have individuals as members and their expertise is critical for the meetings it is a good practice not to have the provision of proxy for board meetings.

**Annexure 1**

**Sample Attendance Register Format**

Attendance record of 23<sup>rd</sup> meeting of the Governing Board of .....held on.....at  
.....at.....

**Name**

**Designation**

**Signature**

**Members:**

- 1.
- 2.
- 3.
- 4.
- 5.

**Ex-Officio Member**

- 1.
- 2.

**Invitees**

- 1.
- 2.

**In-attendance**

- 1.
- 2.

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