



## BOARD MEETING MINUTES

The minutes from a board meeting are the permanent record of that meeting. They provide information about when the meeting occurred and what action was taken during it. Historically, the secretary writes the minutes, but recently there has been a growing tendency for a staff member have that role. Some organizations follow strict rules regarding the format, while others may be more informal. Regardless of how you write and present the minutes, consider carefully what elements to include.

### **Why are minutes necessary?**

Minutes are a necessary legal document, but they are also a practical means of conveying information about what action was taken at a meeting. Some common uses of minutes are

- reference material
- board history
- legal review
- orientation

### **What should minutes include?**

While content can vary, based on your individual organization, the basic elements of good minutes include

- name of the organization
- date and time of meeting
- board members in attendance, excused, and absent
- existence of a quorum
- motions made and by whom
- brief account of any debate
- voting results
- names of abstainers and dissenters
- reports and documents introduced
- future action steps
- time meeting ends
- signature of secretary and chair

### **How much detail is too much (or too little)?**

The minutes are not a transcript, nor should they try to be a verbatim account of the meeting. They should be simply a record of the decisions made and the action taken. When there is a debate or discussion to be recorded, only the major points for and against the issue at hand should be included. It is important for members to be able to have meaningful discussions without being concerned about individual liability; therefore, names or direct quotations should not be recorded in relation to the debate.

You do want to provide enough information so that minutes will be a useful resource. Someone looking at the minutes

should be able to understand what decisions were made and the basic reasons why. Skeletal minutes that only include the motions and whether they passed do not provide an adequate record.

### **What about recording the meeting?**

Recording the meeting can be a useful tool for the secretary for long or involved meetings but it should not replace the written minutes. If the secretary uses tapes, the board should have a written policy of how to deal with them after the minutes are written in order to protect board members from legal liability. If tapes are destroyed, a policy should state so.

### **What are the legal considerations?**

Minutes are a legal record of a meeting. They can be used in court if questions of legal liability around a program or policy arise; therefore, they should be an accurate reflection of what occurred at a meeting, and should not raise questions about the legality of actions.

If minutes provide the right information, they can be helpful to during a legal review. Any actions or questions around a specific legal issue should be included, with appropriate detail provided. Issues such as a conflict of interest should be noted along with the action that board member took. Individual board members who disagree with a board action and are concerned about personal liability should have their dissent noted in the minutes.

### **What happens after the meeting?**

After the minutes are written, they should be circulated to the board prior to the next board meeting. Members should then review them for any mistakes or missing information. If minor corrections can be made prior to the next meeting, then approval of the minutes can be part of the consent agenda. Otherwise, corrections should be addressed at the next meeting, and any changes should be voted on. The minutes are then approved, signed by the secretary and the chair, and archived. The archives of minutes should be organized and easy to locate.

### **References**

*Meeting, and Exceeding Expectations.* Available at [www.boardsource.org](http://www.boardsource.org) or by calling 202-349-2500.

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