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How should board minutes be written, approved, and kept?

Minutes from a board meeting are the permanent record that provides information about when the meeting occurred and what action was taken. Minutes are legal documents, but the law does not define how they are presented. Some organizations follow strict formats, even adding topical headings or color-coding, while others take a more informal approach.

When establishing or revising your board's system for taking and maintaining minutes, answer the following questions.

Who should take minutes? The elected board secretary rarely takes the minutes. More often, a staff member is assigned to the task. That person takes detailed notes and sometimes records the meeting as a backup (although making an audio or video record may present legal concerns as well as hinder an open discussion).

How much detail should be written down? Some attorneys advise writing detailed minutes because they could help if the

organization should ever go to court. But others maintain that minutes should be brief, recording only formal actions, in case they become part of the discovery process in a lawsuit. Consult your organization's legal counsel for advice.

From the perspective of board members and chief executives, minutes should enable readers to determine easily what decisions were made in the course of the meeting. It is not necessary to explain all the deliberations and discussions behind an action. Many boards prepare "action minutes" that, along with actions taken, indicate who is responsible for what and by when.

What is the best format? Having a consistent format for the minutes makes them easier to write and to read. Begin with the date, place, starting time, board members present, and board members absent. Each page should have a footer indicating the organization name, date, and page number. The narrative should summarize routine opening business and then introduce each item of board business followed by the board decision.

Most board members prefer crisp, clear, accurate minutes that reflect just the facts, not all the dialogue that went into the decisions. In fact, the minutes are not a transcript. The minutes can use shorthand such as MSC (moved, seconded, and carried): "MSC: Lou Leader be elected chair for one term." Some boards do roll-call votes, with the minutes indicating who voted and how. In some situations, after a chair has declared the results of the vote, a board member may request that "the minutes record that I voted against."

How are minutes approved? After a staff member drafts the minutes, they are circulated for content edits to other staff members who attended the meeting. The draft minutes are then sent to the elected board secretary. The minutes might be signed, "Written by Steve Stickler and approved by Sam Secretary," then mailed to the entire board within two weeks of the meeting. They usually appear again in the advance materials for the next

board meeting, at which time they are formally approved for safekeeping.

Where should minutes be stored? The assistant board secretary or a staff member should store board minutes in files or notebooks in a secure area. The electronic files should also be retained, with a backup set stored offsite.

Some organizations maintain a board reference book that includes minutes of the previous three or four meetings. This portable board library, kept up to date by a staff member, is available at all board meetings. It should include other useful reference documents, such as the bylaws, a list of board members, committee assignments, the previous budget and audit, and a list of staff and programs.

How are committee minutes handled? Executive committee minutes should be kept in a similar fashion and distributed to all board members, who should affirm the committee's decisions at their next meeting. Whether other committees should keep minutes is a matter of choice. Because most committees are only shaping recommendations to the board, minutes are not legally necessary. They are useful for absent committee members, the board chair, or even all board members—but keep them short.

Should minutes be available online? Some board members may want electronic access to the minutes and policies manual by e-mail or through the password-protected board portal. But never deny board members their own hard copies. For boards following open meeting laws, it may be practical to post the minutes on the organization's Web site for public review.

SUGGESTED ACTION STEPS

1. Board members, discuss the format of the minutes and determine which details need to be included.

2. Board chair, be sure the location of the minutes is known. If the task has been neglected, set up a new system in which several people know where to find meeting minutes.

3. Chief executive, if the elected board secretary has been taking minutes, suggest delegating the job to a staff member.