

Meeting Minutes Basics

Q: How detailed should meeting minutes be?

A: This question defies a simple answer. When I was in practice with a law firm, I recall exactly one visit from the firm's sole surviving named partner, a man of tremendous public esteem in the community and unquestionable legal acumen. The reason for his visit? To impart the following practical guidance: "Do not ever draft corporate minutes that contain even one word more than is absolutely necessary."

Why, after all, tempt fate? One thoughtless, extraneous remark recorded in minutes could be the smoking gun for a defamation plaintiff, the government's clincher in an antitrust investigation, or a source of considerable embarrassment for your executive director on the witness stand in a vendor-contract dispute. In the final analysis, however, it is the culture of the organization that defines how verbose minutes become.

In *Nonprofit Governance and Management* (American Bar Association, 2002) edited by Victor Futter, Judith Cion, and George Overton, the editors note that minutes range in form, from long and narrative to short and abbreviated. They further observe that a narrative style provides some protection to the board, because it demonstrates it performed its fiduciary duty of due diligence by fully exploring an issue.

In *The Complete Guide to Nonprofit Management* (Wiley & Sons, 2000) by Smith Bucklin & Associates, Inc., the authors comment, "Minutes should accurately record the decisions made at the meeting, with only as much of the discussion as necessary to provide a record of the basis for the decisions."

Jerald A. Jacobs, in *Association Law Handbook, 3rd Edition* (ASAE, 1996) comments, "It is essential that [minutes] accurately reflect what has occurred at an association meeting and that they be written so as not to raise questions later about the propriety of what occurred. Meeting minutes can be of significant benefit to associations if they are written as affirmative legal compliance documents. . . . Whenever appropriate, minutes should include self-serving statements about the procedures used by the association to ensure legal compliance."

The current edition of *Robert's Rules of Order* (HarperCollins Publishers, 2000) advises, "[Minutes] should contain mainly a record of what was done at the meeting, not what was said by the members."

Where does all this lead us in the matter of how detailed minutes should be? Don't have one word more than what is absolutely necessary, but do recognize that what is necessary includes some artfully drafted evidence that a board is meeting its fiduciary duties and is complying with tax and legal requirements.

James A. Woehlke, Esq., CAE, is counsel of the New York State Society of CPAs, New York City, and a former member of the ASAE Legal Section Council. The "Legal Brief" is not intended as legal advice but rather as an educational overview. E-mail: jwoehlke@nysscpa.org

How to Take Meeting Minutes

Samples of Board of Directors Meeting Minutes

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Meeting minutes are a record of what happened at a meeting. Find out how to write good meeting minutes with these tips and sample template.

Taking minutes at a meeting is not always a popular activity, but it is an important one. The meeting minutes serve as a record of what action the board of directors has taken. In the eyes of the IRS, courts, and auditors board meeting minutes are legal documents. Nonetheless, there is no single format to take minutes. You can do what makes sense for you and your group. However, following these tips can help make writing meeting minutes easier:

Remember that meeting minutes are for future and outside readers as much as they are for the people present. Make sure whatever you write down will be clear to people coming into the process at a later time.

Typing meeting minutes on a laptop can make the process quicker and easier; however, a pen and paper work well, too, and might keep you from writing down too much information.

Make a note of who is present. If necessary, pass around a sign-in sheet.

Use the [meeting agenda](#) as an outline for the minutes.

Details do not belong in meeting minutes. Do write down any motions and decisions made and the key findings of any committee reports.

Use bullet points to make the minutes easier to read. Each bullet statement should represent a different finding, discussion, or decision. Use nested bullets (bulleted statements within a bullet) if appropriate.

Make a note of issues that were tabled until future meetings; this will serve as an important reminder to the board of things that still need to be done.

Transcribe or review minutes as soon as possible after the meeting, while your memory of what happened is still fresh.

Before you submit the meeting minutes, proofread for typos and omissions.

Follow the format of the sample meeting minute template below to help you record meeting minutes.

Name of Organization

Board Meeting Minutes: Month Day, Year Time and location

Present:

Name board members in attendance

Absent:

Name absent board members.

You may want to subdivide this category into people with and without proxies.

Others Present:

List any organizational staff and guests and their affiliations here

Establishment of a Quorum & Call To Order

Record the establishment of a quorum before listing the Call to Order.

Meeting called to order at (time) by (person, usually chair)

Proceedings:

Approval of Consent Agenda (containing minutes and other documents for approval)

Reports – (highlights of information presented and discussions had)

Any action taken. For instance, MOTION to (do action); seconded and passed.

Meeting adjourned at (time)

Future Business:

Here is a place to remind people of:

conversations that were tabled until next time,
possible agendas for upcoming meetings,
assignments that board members have taken on

*Minutes submitted by,
(name)*