



Best Practices for Documenting Board Meetings

Board Minutes
That tells the story

By

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Purpose

The work of the Board is done in meetings. Minutes serve as documentation of that work. The role of the Board is governance and more and more regulatory authorities are concerned that Boards fulfill that role. Minutes serve not only to document the activity of the Board, but help insure that what the Board intended is clear and not left up to interpretation by the persons who must carry out the directives.

One of the Board's roles is monitoring the activities of the organization. This monitoring may be in the form of reports to the Board by the Treasurer, Board Committees and Staff. These can be routine or special. The minutes should reflect the approval of these reports and include any directive comments or actions by the Board.

Another significant role of the Board is the strategic planning for the organization. At all times the Board should be looking forward and providing direction. Documenting this vision provides focus, boundaries and expectations for those who must implement that vision.

The major role of minutes is that it provides authorization for people to do things for the organization. Staff and volunteers only have the authority to do what the Board says. Therefore, the instruction for what is to be done must be clear in the minutes. Initially a project might not be fully envisioned, but require research and report back. Through the monitoring process, the directive becomes further refined and acceptance or modification of those refinements (decisions) need to be documented.

Taking Minutes

The best way to take minutes is to have a consistent system. The system needs to be created around the style of the meeting, the complexity of the topics, and the detail presented.

Minutes should not be a verbatim transcription of what was said. It should be a summary of the salient points of the discussion and the final decision. So it becomes a matter of the most efficient way to take notes.

If the chair provides an agenda and matters aren't too complex. Simply making notes on the agenda will suffice for trapping the information. If there are many specifics to be captured, using a Dictaphone can be helpful so when transcribing one can reference back to the discussion. Some may choose to follow an outline for minutes that corresponds to the flow of the meeting and use a laptop to fill in the spaces.

A suggestion for accuracy is always to repeat them to the group at the time of passage to make sure all the details are included. This is not the place to summarize.

If it is a large group and the secretary is not familiar with the participants, creating a seating chart can help remember who said what. While it is not necessary to say who said what in the actual minutes, it can help in the transcription because it helps with memory. Additionally, if it is a large group, a sign in sheet can help with the attendance roster. The signature is also additional proof that someone actually attended the meeting.

Format

Style should reflect the optimum method for finding the information the reader wants. Minutes are to provide authorization and direction, so the reader needs to be able to locate the information they need without having to read the entire set of minutes. Consequently, minutes could be organized by:

- Reports – committee reports, staff reports etc.
- Topic – the issues discussed
- Function – facility, programs, fund raising etc.

What is important is that the style that is chosen be maintained so the format is consistent from meeting to meeting.

Basic items that should be in all minutes are:

- Date – Place – Time of Meeting
- List of those invited including guests
- List of those attended
- List of all reports that are presented and should be attached to the minutes
- Notation of date of approval of the minutes with Secretary and Chair signatures
- Next meeting date and time

Style

There are two items at minimum that should be captured – the important points of the discussion and the decision. All else is a matter of style. Minutes should not be a verbatim transcription of what was said. Some believe that minutes should not reflect who said what as in the end it is the Board who decides. The style used can be bullet points, paragraphs, or enumerated lists.

Motions could be typed in italics. The person making the motion and the person seconding the motion could be noted. The vote tally could be added. Abstentions should be noted especially if the reason is a conflict of interest.

If the organization has a lot of standard reports, there could be a standard index developed so they would always appear in the same order. These should be attached to the minutes in the minute book.

Action Items

The addition of an action item section to the minutes helps emphasize what must be done and who is to do it. This can be especially helpful in an all volunteer organization. Even though all the specifics may be in the motion this summary can help guide the chair or executive to know who to call to follow up. It is also a great place holder for items that might have been tabled during the meeting. At minimum it should include the action, the person responsible and the date by which it should be accomplished.

Distribution/Communication

Minutes should be written as soon after the meeting as is practical. Memories are short. A draft should be sent to the chair for that second pair of eyes. Then distribute to the members. Sometimes minutes are sent out as a single document and others as part of the agenda for the next meeting. The important point is that the members have a chance to read them before approving them.

Approval

Some organizations use a consent agenda and unless there are objections it is considered approved. Other organizations actually read the minutes at the next meeting and take a vote. In either case, the date of approval should be noted on the minutes. It is also recommended that the Secretary and the Chair sign the minutes.

If there are corrections, they should be duly noted in the next meeting minutes, but a notation should be made at the bottom of the original minutes.