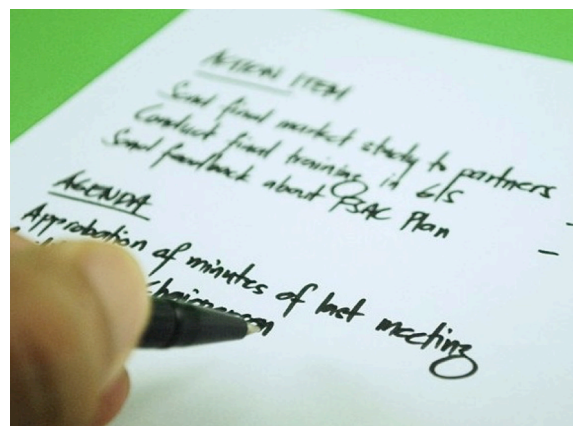


A Guide to Great Board Minutes

by E. Grant MacDonald



Meeting minutes are important in documenting and reporting on the scope and practice of governance around the board table and serve as a legal record of an organization's deliberations. The minutes or notes of board meetings are a summary of who was present and what was discussed and decided. They can be useful in outlining actions to be taken the next day as well as serving as a reference point for future deliberations. Last but not least, the minutes are a tangible expression of the work of a board secretary.

Legal opinion largely supports the idea that access to board minutes should be restricted because matters occasionally come before a board that are confidential in nature. However, boards would be wise to treat their minutes as if part of their purpose was to provide a small measure governance transparency to staff, members of the association, volunteers and perhaps even to members of the public. This requires that their presentation and content, as well as the meetings from which they spring, be carefully considered.

The minutes of an hour and a half to two-hour board meeting should probably not exceed four pages and can often be less. Here are some guidelines ensuring the key deliberations are adequately and usefully recorded:

1. The board should, at least annually, reflect on the format of its minutes and the level of detail it feels is useful to capture. Decisions made or actions agreed upon, and responsibility associated with them certainly will need to be highlighted. The chair or secretary should, on more than a few occasions, ask the board about how a particular item, especially when it is not familiar one, should be reported in the minutes.
2. Consistency in the format of the minutes from meeting to meeting is important. The secretary, with board approval, should establish a template for the minutes if there is not one already (see one example below). This will make the job of secretary easier.
3. The first page of the minutes should indicate the date, time and location of the meeting, who, by name, was in attendance, and who was not in attendance but indicated their regrets.¹ The names of guests and reports sent out beforehand or distributed at the meeting should also be indicated.
4. The minutes should record the discussion and deliberation following the order established by the meeting agenda that has been accepted.

5. Minutes should highlight policy decisions and future action items. Some policy decisions or other decisions will instruct the CEO, others the board or its committees. Where specific actions are agreed upon, the responsibility for them and a date for completion should be noted. There is no one best way to do this. A table format like the one in the example below can work to highlight policy changes and action items, as can the use of bold type.
6. The minutes should capture enough of what was said to provide general sense of what was discussed. Minutes should reflect something of the thoroughness of discussions, questions asked, pros and cons considered as well as the decisions made. Here is an example:

3. Approval of Budget

Rhonda Baker presented next year's budget for consideration (See board meeting package). It proposed total revenues of \$736,000 and expenses of \$722,000 resulting in a predicted \$14,000 surplus. These figures represent an expected increase of \$16,000, \$18,500 and \$12,000 over the previous year's projected figures (see current revenue and expense report).

There was some discussion of the projected revenues from fundraising (\$56,000) down slightly from the previous year, employee wages (are we competitive?), the use of the Association's reserves (currently \$36,000), the allotment for technology upgrades (expensed) and planned investment in professional development.

The board approved the budget for the next fiscal year with three changes: maintaining the current level of fundraising revenue (\$60,000), an increase of \$3000 for both technology upgrades and professional development expenses. Moved by A.R.; seconded by P.S. Carried unanimously.

The board agreed to call a meeting of the Fundraising Committee ASAP and asked the ED for a review of staff salaries and benefits relative to sister agencies and industry averages and to report on this in 5 months (item to be added to board calendar).

7. It is generally best not to record who said what about a particular item. The person presenting an item for discussion or agreeing to assume responsibility for action could be acknowledged by name.
8. It is also not a good idea to indicate who voted for and against a particular decision unless a particular director wants his/her vote "on record". Generally speaking it is sufficient to record that a motion was passed or defeated, or if passed, if it was passed unanimously.
9. When formal motions are employed for important decision items, there may be a need to indicate the names of the mover and seconder in the minutes as well as the decision. Such items would include approval of annual budget or a strategic plan, the signing of a contract for a new program, or the decision to secure a line of credit from the bank. A board should develop a short list of key types of decisions that require more formal and careful documentation.

10. When important decisions are made the minutes should state the decision clearly. If a policy is approved (“the following policy was approved...”) or, if not a policy, the wording of the decision (“the Board agreed to the following action:”).
11. Proposals (motions) defeated need not be recorded at all. However, if a controversial matter is brought to the board, the directors may wish to record the fact that the matter was considered and defeated.
12. Minutes should not report confidential information, especially where it concerns matters more appropriate for personnel records or details about services to particular clients. Information on specific personnel issues will not normally come to a policy-oriented board, except perhaps when it pertains to the CEO. Minutes may refer to documents or reports received by the board containing confidential information (e.g. contracts) without repeating the information in the minutes or attaching the reports to the minutes. Minutes might report on the approval of a salary scale for employees or the granting of % wage increase without reference to specific employees and, in the case of the CEO, the percentage increase in salary or fact that an evaluation was conducted along with a few sentences on the outcomes.
13. Occasionally, where boards find it necessary to utilize in-camera sessions for the discussion of confidential matters, the nature of the session and its outcomes should be reported in the minutes.

Both the recording of minutes and their accessibility beyond the board itself raise the question of governance openness and transparency. Boards should not respond to this issue by resorting to a minimalist approach to minutes or greater reliance on in-camera sessions. This is an important matter requiring some discussion and agreement by the board regarding their transparency aspirations and an occasional review of their transparency practices.

Pleasant Care Society

Board Meeting Minutes

June 10, 2015, 7-9 pm

Present	Staff
Tom Shannon, Chair	Sally Richard, CEO
Beth Smith	
Regrets	Documents Sent/Distributed
	Draft Budget

Item	Decision & Action Required
1. Acceptance of Agenda	
2. Approval of Minutes of Previous Meeting	
3. Approval of Budget <i>See Example</i>	Budget approved FR Committee meeting ASAP Staff Wage Report by CEO in October (add to board calendar)
4. Progress on Current Association Goals	
5. Annual General Meeting Planning	
6.	

¹ In the event a quorum of directors is not present no business can legally be conducted or decisions made. Should those present wish to discuss matters and/or have a record of a meeting taking place, some notes can be made and retained but the fact of there not being a quorum should be prominently indicated in the written record.