

*Board meeting minutes serve as a record of important decisions and the factors considered in making them. A board ought to have a discussion once and awhile about their expectations with respect to the content and format of their minutes. A policy such as this, or a set of similar minuting guidelines, promotes year-to-year, or secretary-to-secretary consistency. It is a great help to board secretaries as well as to board chairs.*

*The policy might also speak to how “action items” and the responsibilities associated with them should be recorded. For boards that have **in camera** sessions a separate policy on their use and how they should be reflected in the minute is recommended.*

## Board Minutes Policy

The keeping board meeting minutes is one of the responsibilities of our being a legally incorporated organization. They provide information to board members who are not present, background information on the conduct of meetings to new directors and on action items between meetings. Board minutes also serve as a legal record should a board-level decision be challenged.

The secretary, acting secretary or recording secretary will, upon taking up the post, be instructed on the board’s minute practices.

The format and content of the minutes of board meetings will strive to be consistent from meeting-to meeting. Meeting minutes should not normally exceed four pages and can often be two.<sup>1</sup>

Minutes will be considered unapproved until the next regular meeting when any corrections or additions, if needed, shall be noted and recorded in that meeting’s minutes. There will be no “draft” minutes.<sup>2</sup>

*In making and keeping a record of its meetings the board will strive to follow the following practices:*

Meeting minutes will indicate on the first page:

- The date and time of the meeting
- Who, by name, was in attendance, including the executive director, other staff and invited guests
- Board members unable to attend but who sent their regrets
- Board members not present
- Where the meeting is held if not in the usual place of business
- Whether all or some participants participated virtually or by conference call

The minutes of regular and special board meetings shall:

- Record the discussion and deliberation following the order established by the agenda

- Treat the approval of the agenda, the minutes of the previous meeting or the acceptance of any reports simply as “approved” or “accepted”. No record of a motion is necessary.
- Accurately report the wording of a motion when made, and the fact that it was seconded. When voted on, the minutes shall indicate that the motion was passed or defeated and if passed, if it was passed unanimously.
- Meeting minutes will not indicate how specific individuals voted unless a one or more of the directors present want to go on record.
- Not report confidential information (such as matters that would normally be included in personnel records) but will report that such discussions took place and the nature of the subject matter addressed. Where what is to be recorded is unclear, the chair or the secretary shall seek direction from the board.
- Will report any discussion of conflicts of interest, actual or perceived, and any actions resulting from such a disclosure.
- Seek to reflect the options considered when matters of significance are being considered. In trying to capture the thoroughness of the discussion, it may be useful to record the pros and cons considered by the board.
- On important decision items (the adoption of a new policy, approval of the budget or bank loan, etc.) care will be taken to record the name or text of the policy approved (“the following policy was approved...”) or, if not a policy, the wording of the decision (“the Board agreed to the following action:”). The secretary may ask the board for direction. Documents approved may be appended to the minutes.
- The minutes shall, in a consistent fashion, highlight action items. Policy decisions should be copied to the policy manual or file along with the date of the decision.

<Date Approved>

Note: This sample policy may be freely used and adapted by non-profit organizations for their own use without acknowledgement.

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<sup>1</sup> Some non-profits keep very sparse board meeting minutes, little more than a record that a board meeting took place, who attended and what decisions were made. This may be a practice of their choosing; maybe a reflection of secretarial role interest and/or capacity.

<sup>2</sup> The practice of having the secretary seek approval of draft minutes by the Chair before sending them out to the board seems unnecessary. This policy, combined with providing or asking direction during the meeting on what is to be recorded should make eliminate the need for minutes to be pre-approved or checked.