

Taking Board Meeting Minutes



Use this document as a guide to improve your organization’s board meeting minutes. You’ll find information about why to take good minutes, what to include in your minutes, and tips for documenting and distributing minutes. If you are completing your organization’s review to meet Charities Review Council’s Accountability Standards®, note that this document is *not* a list of requirements to Meet Standards.

Why take board meeting minutes

The purpose of taking minutes at a board meeting is to provide an accurate record of the decisions and actions taken by the board of directors. This serves not only as a documented history of the board’s decisions and actions, but can also provide legal protection for the organization and the board of directors.

The purpose of taking board meeting minutes is *not* to record a detailed transcription of everything that was discussed at a meeting. This is unnecessary, and in fact may include information that might be harmful to the organization if read by someone with access to the minutes or by a court reviewing board actions. At most, the minutes should include a brief summary of the important discussion points.

What to include in the board meeting minutes

Board meeting minutes are legal documents, and there is certain information that is important to include. However, every organization’s needs are different. *For information about the specific legal requirements of your organization’s board meeting minutes, seek the counsel of an attorney.*

- Identify the name of the organization.
- Record the date, time, and location of the board meeting.
- Identify whether the meeting is a regular or special meeting.
- Record all directors who are present and absent.
- Record all staff and guests who are present.
- Record if any participants arrive late or leave early.
- Identify whether a quorum was present at the meeting.
- Identify any information or reports that are received.
 - Do not record the reports verbatim. Briefly summarize only the important points.
 - Include a list of any materials distributed.
 - Record information that protects the organization (e.g. reviewing financial statements).
- Briefly summarize important discussion points.
 - Do not record the discussion verbatim.
 - Document any potential or actual conflicts of interest, and how those conflicts were handled.
 - Record when a board member recuses himself/herself from a discussion (for example, due to a conflict of interest).
 - For important decisions, briefly summarize any alternatives that were considered. This can protect the organization by showing diligence and reasonable care.
- Record all motions, resolutions, decisions, and other official actions taken by the board of directors, including the outcome of votes.
 - All motions should be recorded in the minutes, no matter what is the outcome of the vote.
 - The wording of the motions and resolutions should be recorded precisely as stated. If they are unclear, they should be clarified *before* the vote is taken.

- It is generally recommended to include the names of the individuals who move and second a motion.
 - Indicate whether a vote passed or not, and if it passed, indicate whether it was unanimous or not. The names of dissenters do not need to be recorded unless they request it.
 - Always include the names of any directors who abstain. This is particularly important to limit any liability related to the action, especially as it pertains to potential conflicts of interest and similar issues that may arise related to a motion.
- Document when an executive session is held.
 - Record the topic(s) of discussion in the meeting minutes.
 - The specific details of an executive session may be confidential, and might not be recorded in the official meeting minutes. Notes may be taken and kept separate.
 - Identify any next steps or action items that have been assigned.
 - Identify the date, time, and location of the next board meeting if known.
 - Identify the name of the person recording the minutes.

Tips and suggestions for preparing board meeting minutes

- We recommend that the person who is taking the meeting minutes not be an active participant in the meeting. For example, this might be a staff member attending the meeting solely to record the minutes.
- That person must sit where all discussion can be heard.
- Ideally, do not take an audio recording of the meeting. If this is required, destroy the audio recording as soon as the minutes have been approved. An audio recording of a meeting may include information that might be harmful to the organization.
- Use the same template for your meeting minutes to reduce preparation time and to give board members a consistent format of the minutes.
- Use the meeting agenda to outline the minutes before the meeting has even started.
- Write objectively.
- Use board members' names when documenting important information such as attendance, key discussions, and official actions. You do not need to include names in most other situations, such as documenting general discussions.
- Do not record the amount of time spent on particular items.

After the board meeting

- Prepare the board meeting minutes as soon as possible after the board meeting takes place, while the details are still fresh.
- Before the minutes are distributed, the elected secretary should review the draft. If the secretary recorded and prepared the minutes, generally the board chair should review the draft.
- Distribute the final draft of the minutes to the full board, including members who did not attend the meeting, and to any staff who require it.
- Distribute the final draft within a reasonable timeframe. Generally, the sooner the better.
- At the start of the next board meeting, review the minutes from the previous board meeting. This should be a standard item on the agenda. Discuss any needed changes to the minutes, then amend the minutes and approve the changes.
- The final approved board meeting minutes should be kept securely in the office. Securely shred or delete all drafts.

Sample Board Meeting Minutes

Name of Organization

Regular Board Meeting Date, Time, Location

Board Members Present	Board Members Absent	Staff Present
[Name] (chair)	[Name]	[Name] (executive director)
[Name] (treasurer)	[Name]	[Name]
[Name] (secretary)		
[Name]		
[Name] (by phone)		

A quorum was met

Meeting called to order at [Time].

Review & Approve Agenda

No changes were made to the agenda.

Consent Agenda

The consent agenda included the March board meeting minutes and the April executive committee, governance committee, and finance committee meeting minutes.

[Name] made a motion to approve the consent agenda as presented. [Name] seconded the motion and it passed unanimously.

Chief Executive Report

Include a brief summary of the important information reported by the chief executive and any discussion.

Finance Committee Report

Include a brief summary of the important information reported by the treasurer and any discussion.

[Name] made a motion to approve the financial report as presented. [Name] seconded the motion and it passed unanimously.

[Name] presented the draft annual budget. Include a brief summary of the discussion. List any changes being made to the budget.

[Name] made a motion to approve the next fiscal year’s budget with the following changes: _____.
[Name] seconded the motion and it passed unanimously.

Board Self-Assessment

The board reviewed the results from the self-assessment survey. Include a brief summary of the discussion. List the goals or next-steps identified by the board in its discussion.

Contract with XYZ Company

[Name] declared a conflict of interest. He/She gave a brief explanation of the situation, and then recused him/herself from the room. Include a brief summary of the discussion, and list any alternatives considered.

[Name] made a motion to approve the contract with XYZ Company. [Name] seconded the motion and passed over minority dissent, [Name] abstaining.

Executive Session

[Name (Staff)] left the room while the board conducted [Name (ED)]’s performance evaluation.

Meeting Evaluation

The past three meetings have run over the scheduled time by 30 minutes or more. [Name] will identify solutions to this issue.

[Name] made a motion to adjourn the meeting. [Name] seconded the motion and it passed unanimously. The meeting was adjourned at [Time].

The next board meeting will be held at [Date], [Time], [Location].

Minutes submitted by Secretary [Name].

_____ [Secretary’s Signature]