



Making Your Minutes Count

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AGENDA

- Why
 - A few points on the purpose of minutes
- What
 - An overview of the various types of minutes and their pros and cons
- How
 - Some ideas on how to make minute writing easier and some technical points to remember
- Help!
 - Time for you to put your questions & dilemmas to the group



TAKE THIS QUIZ

Which statement is most true for you when you think about writing minutes:

- A. *“Love it, love it, love it!!!”*
- B. *“I like a challenge.”*
- C. *“Oh well, it has to be done.”*
- D. *“Who can I delegate this to?”*
- E. *“I’m going to need LOTS of wine!”*

Why

In a nutshell...

“A wag once speculated that the reason history repeats itself is that every generation refuses to read the minutes of the last meeting. Board minutes are rarely entertaining to read, often drudgery to write, frequently languish on a dusty shelf, and yet are essential to a college or university’s business. If well written, they are a valuable source of information and a good way to understand the workings of the institution at the highest levels.”

Leigh Trivette, John Hicks & Allison Haltom, “One for the Record Books: The Practical Aspects of Board Minutes,” Trusteeship

Why

Minutes serve a number of different purposes:

- Historical
 - History of corporate decisions – what was done
 - History of process – how it was done
 - Rationale – why it was done
- Legal
 - Compliance – with legislation, regulatory requirements, institutional policies and procedures
 - Liability – evidence of due diligence
- Political
 - Record of member's participation – who said what, when and why

Why

IRS Form 990

Part VI. Governance, Management, and Disclosure

Section A. Governing Body and Management

8. *Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:*
- a. *The governing body?*
 - b. *Each committee with authority to act on behalf of the governing body?*

What

Types of Minutes

Verbatim

- Transcript of what is actually said
- Most often transcribed from a tape
- Indicates who is speaking
- Follows the order of speakers

What

Types of Minutes

Decision/Action

- Generally no record of what was actually said
- Motions presented and their outcomes – may or may not include reference to movers and seconders
- Indicates follow up actions required

What

Types of Minutes

Summary

- Presents proposals and arguments for and against
- May or may not name speakers
- May or may not name movers and seconders
- Follows the order of argument

What

Types of Minutes - Verbatim

Pros

- Easy to produce
- Accurate as to what was actually said by whom – reflective of individual participation
- All arguments and comments made are recorded
- Any disputes easily settled by reference to the tape

Cons

- Tedious to produce
- Focus can be on speakers rather than on issues – may lead to speaking for the sake of speaking, or not speaking and thereby limiting full discussion
- No weighing of the relative importance of arguments – more difficult for reader to understand rationale

What

Types of Minutes – Decision/Action

Pros

- Easy to produce
- Accurate record of decisions made
- Focus is on the outcome and future action
- Little opportunity for dispute

Cons

- Provides no rationale for decisions made
- No evidence as to whether the Board acted with due diligence
- No information about members' participation other than attendance

What

Types of Minutes - Summary

Pros

- Provides rationale for decisions
- Focus on issues, not speakers
- Length/complexity of record is reflective of importance of issue
- Narrative format easier for future readers

Cons

- More difficult to produce – requires judgment
- Open to challenge
- Always a question as to how much/what to include
- Doesn't always provide info re involvement of members beyond attendance

How

Which type to choose?

Factors to consider

- Legal requirements/liability issues
- Bylaws/Rules of Order/Traditions/Conventions
- Preference of the Chair
- Purpose of the body concerned
- Size of the body concerned
- Level of authority of the body concerned
- Open/Closed/In Camera/Executive Sessions
- Nature of the issues under discussion
- Audience(s)

How

Making it Easier

- Know the context
- Know the content
- Know your audiences

How

Know the Context

- Understand the terms of reference and scope of authority
 - Who's on the board/committee and why
 - What are the requirements, constraints, conventions in play
 - How much decision making authority does the body have and what are the impact of its decisions
- Understand the political (writ large and small) context of the issues

How

Know the Content

- If possible, have a role in the development of the agenda
- Read every page of the meeting material and understand it thoroughly
- Review the institutional history of the issues
- Anticipate questions/sticking points

How

Know the Audience

- Understand who your readers will be, now and in the future, and write with that in mind
- Consider whether your minutes are public documents – if they are confidential, how long will that last?

How

Some Technical Stuff

- The absolute minimum
 - Name of Committee
 - Date, time, place of meeting
 - Regular or Special, proper notice given
 - Attendance (quorum)
 - Who called to order, who kept the minutes
 - Any reports of conflict of interest
 - Movers/seconders (optional)
 - Text of motions
 - Outcome of votes

How

More Technical Stuff

- Consent Agendas
- Use of appendices (presentations, etc.)
- To tape or not to tape
- Confidential/Executive/In Camera sessions
- Committee of the Whole
- Archiving/Storage – future access
- Drafts/Secretary's Notes

How

Some Best Practices

- Get them done as soon after the meeting as you can before memories fade
- Come to a decision on format – titles, capitalization, headers, motion format, etc. – and create a template
- Don't rely on spell check or grammar check
- If possible, have someone read them who wasn't at the meeting
- "Objectivity, not "adjectivity"

Your Turn

**Questions?
Dilemmas?**

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