**Board Meeting Minutes**

**What needs to be in them?**

Content:

Organizations are not required to, nor should they, record every detail or statement said at the meeting. However, there should be enough information to make the minutes useful should they ever be used for reference or offered as evidence that an action was properly taken or that directors fulfilled their fiduciary duties. Anyone reading an organization’s minutes should be able to easily understand, at a minimum, what actions were taken and how they were approved.

* Date and time of meeting
* Location of meeting
* Whether the meeting is a special or regular meeting; and if special indicate if notice was provided to board members
* Names of directors in attendance and directors not in attendance
* Names of other guests in attendance (and their titles or associations)
* Board actions:
  + Motions made and by whom, seconds and by whom, outcome of vote – in favor (total), opposed (total) abstained (total)
  + Action items: Things people commit to doing such as researching something or contacting someone
  + Other approvals, delegations of authority, directives, creation of a committee and name of chair and members, etc.
* Attach and briefly summarize key points from any reports given to the board. You can include brief notes from discussions. For example it may be helpful to note that there was discussion about a major decisions/issue, such as buying a building or other large expenditures, as this is helpful to show diligence and reasonable care was taken. HOWEVER, take care not to over-share (see below) and not to write anything that may be misconstrued to be prejudicial to the organization or to the board. (Meeting minutes must be made available to the public upon request.)
* Record recusals from discussions and abstentions from voting (may be due to a conflict of interest – so this is important).

What not to include:

* Don’t write a transcript of everything said at the meeting, including information that might be harmful to the organization if read by someone with access to the minutes (e.g., employees or members) or by a court reviewing a board action;
* Boards should also be thoughtful with how they handle confidential or sensitive information. For example, organizations may choose to hold an executive session to discuss matters such as executive director reviews or pending litigation. According to Blue Avocado, “The minutes of the meeting should indicate that the board met in executive session, and report on the topic of the discussion, although the specifics (such as the amount of a lawsuit settlement) may be confidential and appear only in a set of confidential-to-the-board minutes or other notes.” A separate recordkeeping system should be established for such confidential information, which is better not identified as “minutes” to prevent members and others from asserting the right to view such information.

Follow up:

* Minutes for the meeting must be sent to all board members soon after the meeting and absolutely before the next meeting. The reason is that board members are supposed to read them and ask for any corrections they feel are needed.
* They must be approved at the next meeting.
* The secretary should also maintain a copy of the meeting agenda and reports submitted to the board in the corporate books along with all meeting minutes
* The Secretary should know what vote is required by your bylaws (e.g., majority, supermajority) for certain actions and clearly indicate if such a vote was reached.

Tips on format:

* Adopt and use a meeting template for your meeting minutes so they are consistent
* Important information is recorded in a way that makes follow up easy: such as a separate section for Action Items (actions that directors have committed to doing).