



Board Minutes Revealed

The minutes or notes of board meetings are a summary of who was present and what was discussed and decided. They are the most visible expression of the work of a board secretary. They are important in documenting and reporting on the scope and practice of governance around the board table and also serve as a legal record of an organization's deliberations.

The minutes of an hour and a half to two-hour board meeting should not exceed four pages and can often be less. It is important to keep in mind that while matters before a board are sometimes of a confidential nature, the board minutes themselves should not be considered confidential. The board should pay attention to what is recorded such that minutes are intentional to providing a measure of governance transparency to staff, members of the association, volunteers and members of the public.

Here are some guidelines for board minutes:

1. The board should discuss and decide the format of its minutes and the level of detail it feels would be useful to capture. There will be specific meeting agenda items where boards will want to pay specific attention to the manner and the level of detail to be reported.
2. Establish a template for the minutes (see one example below; there are others to be found online). 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 had indicated their regrets. The names of guests and documents sent out beforehand or distributed at the meeting should 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. There is no one best way to do this. Policy decisions should be copied to the policy manual along with the date of the decision.
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, and decisions made.

7. It is generally best not to record who said what about a particular item. The person presenting an item for discussion should however probably 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 around important decision items, there is no need to indicate the names of the mover and seconder. Boards may decide though to note the mover and seconder (by name or initial) on some key decisions however – approval of the budget or a strategic plan, a significant new program initiative, or the securing of a mortgage on a new building.
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. This includes the salaries or performance evaluation results for specific staff members that are matters for personnel records. It should be sufficient to report the granting of % wage increases, and in the case of an Executive Director, the fact that an evaluation was conducted and its overall outcome.

**Pleasant Care Society
Board Meeting
June 10, 2014, 7-9 pm**

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

Item	Action Required
1. Acceptance of Agenda	
2. Approval of Minutes of Meeting	
3. Approval of Budget	
4.	