

TIPS ON BOARD MEETING MINUTES

There is a wide range of understanding of what constitutes “proper” minutes – ranging from a bare-bones outline to a literal audio recording or the entire meeting.

To address this, it’s important to remember the purpose of the minutes - to memorialize the important actions, such as the elections of Officers and Directors, and to capture key reports. Meeting minutes are crucial if the validity of the Board’s actions are challenged. A bare-bones outline will fail to capture an action’s validity, but too many details might stifle robust discussions or be harmful if read out of context later or in isolation by a court review. To balance these competing interests, we recommend a Goldilocks approach to recording minutes.

Avoid too little: Just a bare sketch of the meeting, without enough information to know exactly who was there, or the decisions the Board made.

Avoid too much: Practically a transcript of the meeting, with each brainstorm and comment recorded verbatim. It is very difficult to recap all of the conversations in a manageable format, which can lead to inaccurate paraphrasing.

Find just right: A summary that makes it easy to understand what actions were taken and how they were approved. Enough detail to make the minutes useful as a reference tool or as evidence that the Directors fulfilled their fiduciary duties by exploring important issues in a timely way, seeking outside expertise as needed, and appropriately handling conflicts of interest.

Suggested basic information:

- Date and time of meeting, whether a regular or special meeting, and required notice given
- Names of Directors in attendance and absent as well as names and titles of guests
- Note that a quorum was present
- Recap of agenda or list of topics discussed (use the agenda as an outline)
- Board actions, such as approvals and directives noting who made the motion to approve and who seconded, as well as the final vote tally.

Other notes:

- Use a template so the minutes are easy to document during the meeting, and so that the format is similar from meeting to meeting.
- Include alternatives discussed (without Director names) for important decisions to show diligence, reasonable care, and full consideration was given to the issues.
- Know the voting threshold required by your bylaws (e.g., majority vote) and note it was met.
- Record recusals, abstentions, and “no” votes, with Director names.
- Include action items for a record of who promised to do what.
- Distribute the minutes for approval at the following Board meeting, at the latest.
- Retain minutes permanently.