

WHITE PAPER

Everything You Need to Know About Meeting Minutes



Written by:
Bonnie Oaks Charron



Executive Summary

Contents

Why Meeting Minutes are so Important	3
How to Write Effective Meeting Minutes	5
How to Finalize Meeting Minutes	7
OnBoard Meeting Minutes Builder	8
About the Author	9

Meeting Minutes are the official record of what occurred at a meeting. They protect against liability, provide evidence of decisions, and create a clear list of actions and next steps. Minutes play a crucial role on both sides of the board table – executives and directors. Minutes provide the evidence that management has delivered the information directors need to provide effective oversight, while also documenting that the directors have fulfilled their duty to make decisions that will successfully guide the organization.

When people first start taking Minutes, they are often thrust into the situation with little formal training or support. Unfortunately, learning “on the job” risks mistakes that could have legal implications. It doesn’t have to be this way. Here, we set out to answer the most common questions about meeting Minutes, provide a template for use, and offer concrete tips to make your meeting Minutes more effective.

Download a free Meeting Minutes template:

[DOWNLOAD](#)

Why Meeting Minutes are so Important

If a meeting takes place and there are no Minutes, did the meeting happen? These and other questions can occupy the mind of the Corporate Secretary as they contemplate writing yet another set of Minutes. People who attend meetings often will say that 'they know exactly what was decided,' but when asked, a slightly different story will be heard from each attendee. Meeting Minutes can help eliminate discrepancies. The Corporate Secretary uses professional skills to listen, write, and finesse the discussions into a clear and concise written record, or Minutes, of the meeting.

Minutes play a crucial role on both sides of the board table – executives and directors. Minutes provide the evidence that management has delivered the information directors need to provide effective oversight, while also documenting that the directors have fulfilled their duty to make decisions that will successfully guide the organization.

The sands of time pass quickly through the hourglass, but for the Corporate Secretary, sitting through meeting after meeting can feel like the never-ending day: same meeting, different day...different day, same meeting. The 'sands' for a Corporate Secretary are extremely important. There is professional skill in listening, synthesizing, and recording the proceedings in a neutral and standardized way. If taking Minutes is the Achilles Heel of a Corporate Secretary, maybe re-casting that role from note-taker to architect can help shift his or her mindset.

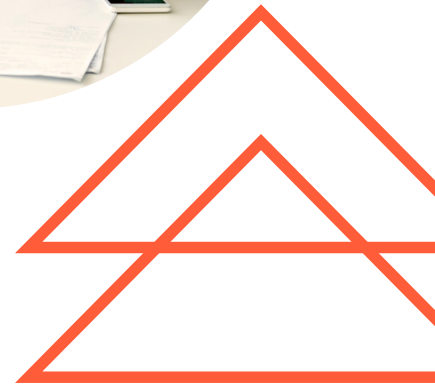
The Corporate Secretary takes notes, and then designs them into an architecture that binds everyone together – protecting against liability, evidencing decisions, and providing a clear list of action for follow-up.



Minutes play a crucial role on both sides of the board table – executives and directors. Minutes provide the evidence that management has delivered the information directors need to provide effective oversight.

Referencing the Secretary's authority to write the Minutes can highlight this role for all involved – consider citing the by-law, policy, or other source that gives him or her the authority to create the Minutes.

If you have reviewed Minutes from other organizations, you have likely witnessed many different styles and formats. There is no 'right' style or structure – just like all elements of a governance framework, the Minutes should reflect the needs, culture, and style of the organization and its board. Resources are important. Avoid copying examples from other organizations if your organization does not have the capacity to execute the same style effectively and consistently. An organization with a Corporate Secretary and a governance staff of 5 will have more resources available than a Corporate Secretary who is working as a team of one. Extra resources might allow the creation of Minutes with fancy presentation formats, multi-lingual versions, or 'nice to have' content such as paragraph flags that provide background information for each decision item. Identify the 'must have' components of your organization, then add in other elements if and when you are able to do so.



Who is responsible for meeting minutes?

When it comes to Minutes, and who is responsible for them, it will vary with the nature of your organization. In a larger organization, there may be a corporate secretary to oversee the minutes process, but the actual notes may be drafted by other governance or administrative staff – at least in their draft version.

In a small business or not-for-profit, it may be the CEO or Executive Director who drafts the minutes, or, approves the draft after their Executive Assistant completes most of the work. Need help getting started with your minutes? Download our free template.

[DOWNLOAD](#)

How to Write Effective Meeting Minutes

There are several components to meeting Minutes that are essential to all organizations. Frequently, each industry or business sector may have additional requirements related to specific legislation, regulations, stakeholder expectations, or historical practice.

There are three basic elements to creating effective meeting Minutes: The formatting of the Minutes, the accounting of who was there, and the body of the Minutes themselves. All three elements are critical to ensuring the Minutes perform their function – protecting against liability, evidencing decisions, and providing a clear list of actions and next steps.

Format

At a minimum, Minutes should contain an official header that clearly outlines the date, time, place, and type of meeting. To offer visually rich information or additional context, use your organization's logo and branding, include a statement about confidentiality/security, or add notations that reflect the organization's practices. Use the same format consistently for all Minutes.

Attendance

The second basic component of the Minutes is the attendance. Documenting attendance isn't just an administrative exercise, it is important that the board record reflects who planned to attend, and who actually attended. This makes it clear which directors were present, and which absent, when decisions were made. In the event of litigation or other issues, this could become very important evidence. Accurate attendance records are also important from a tracking perspective, over time. Investors and/or other stakeholders may be interested in monitoring the attendance habits of directors to ensure that they are fulfilling their duties and obligations.

Use as much detail as you like but ensure that the names of those intended to be present are listed, and those who are absent are recorded. If anyone is participating remotely via telephone or videoconference, note it. Titles can be included if you have the time – the more robust the corporate record, the easier it will be when someone requests research into the historical board records

Once attendance has been recorded, transition into the main body of the Minutes with an Opening of Meeting paragraph that notes the time the meeting begins, the person in the Chair, and the person taking Minutes.

Body

The body of the Minutes will generally have two main components – administrative and substantive business. Most meetings pass quickly through the administrative business of approving the Agenda, approving the previous Minutes, and perhaps approving a Consent Agenda, if used in your organization.

A Consent Agenda covers routine business that the board can acknowledge with one motion – saving valuable meeting time for more substantive topics. These agendas are usually made up of recurring or administrative items that aren't expected to generate discussion or debate. Examples might be information updates from volunteer or advisory committees, 'notices' such as quarterly lists of contracts over a threshold amount, or regular monthly HR reports summarizing staffing changes in the organization.

The substantive business will come next, and include items that require more robust oversight, discussion, and/or decision. Examples could be the approval of the financial statements, endorsement of new service or product initiatives, risk management briefings, formal

resolutions, or reports from standing committees containing recommendations for board approval.

Lastly, the substance of your Minutes may contain a 'special' component depending on the type of meeting and your board's annual work plan. This could be an annual strategy session, presentation from senior staff, or briefing from outside experts. You may wish to differentiate this section with special formatting.

For each item in the Minutes, there should be a paragraph with a heading or rubric. A record of any decision should be included, or if no specific action was taken, simply a note of the item of business was discussed, briefing received, document tabled, etc. Depending on time and resources, background information can be added, such as the authority under which the board is examining the issue or topic, the last time the board reviewed this item, previous decision, or other relevant information that documents the larger context. All decisions should be documented, including informal agreements of general consent, regular motions, and formal resolutions.

In most cases, the Minutes should reflect what was done, not what was said by individuals. It is rarely necessary, unless requested by a Director or the Chair, to name an individual Director in the Minutes. However, if Directors ask questions during the meeting, it is



The body of the minutes will generally have two main components – administrative and substantive business.

sound practice to note that questions were asked with a list of the subjects inquired about. Best practices are found in the creation of evidence with consistent formats, language, and procedures at every meeting. Include time notations when important or divisive topics are discussed – the time notation against the agenda gives future readers an idea of how long the discussion continued. This could prove useful for showing the board's due diligence in the performance of its duties.



Tips for writing effective minutes

Who was there: One of the most important aspects of Minutes is creating a record of everyone that was in attendance. It is a vital record that demonstrates the directors are meeting their fiduciary duty.

Every action matters: Meetings Minutes should track actions, from conception through to completion or abandonment. What, Why, How: The primary question minutes should answer is what was discussed, the reasons decisions were made, and action items that will be completed in pursuit of those decisions.

Minutes should be readable: Meeting Minutes should be free of acronyms, jargon, and industry speak. Avoid acronyms, jargon, and industry speak.

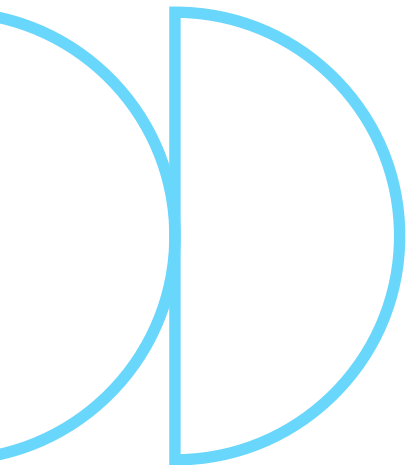
How to Finalize Meeting Minutes

Minutes are often something that we all put off for another day. We delay and delay since Minutes can seem time-consuming and tedious. However, with the right mindset and day-to-day practices, writing the Minutes can be a well-managed recurring task that isn't as daunting as seems. Using consistent formats will mean that one year's documents can be setup as draft versions for the next. The main skeletal outline, headers, and format should always be similar. Simply open previous year documents on-screen, and work in a new version. There is much that can be cut and pasted into the current year version as a base for the new text.

There is still a final step to take before the Minutes are ready to act as evidence of the board record – signing the Minutes. This is the step that formalizes the Corporate Secretary's vital role in certifying that the record of proceedings is accurate and reflects in good faith the discussions and decisions of the board. In some organizations, the Board Chair may also sign the Minutes. It is a good practice for the Board Chair not to sign any Minutes until after the Corporate Secretary has signed them. That way, the Board Chair is assured of signing the correct version.



There is still a final step to take before the Minutes are ready to act as evidence of the board record – signing the Minutes... [it's] vital in certifying that the record of the proceedings is accurate and reflects in good faith.



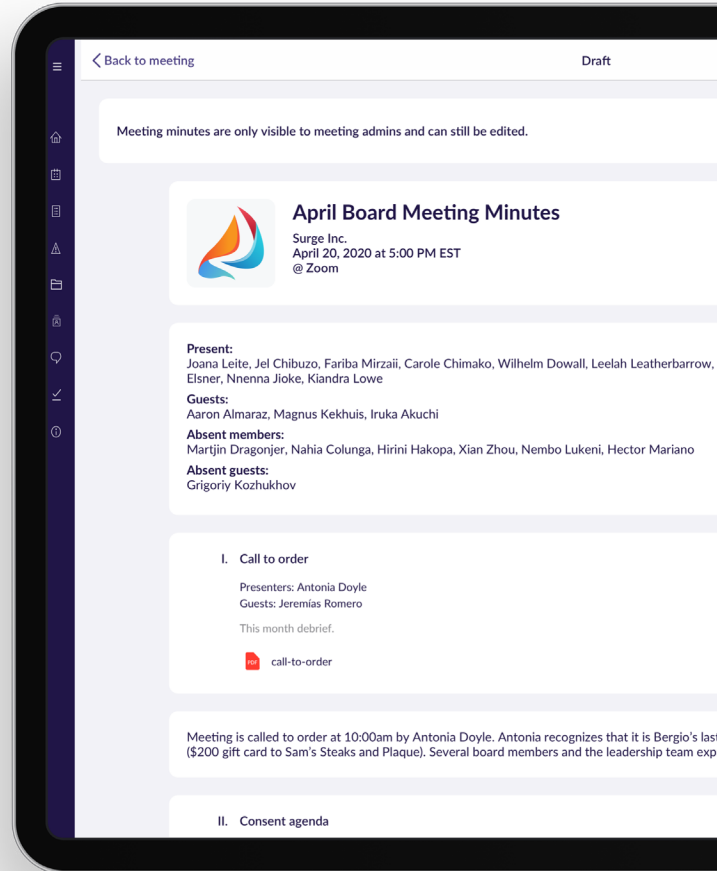
OnBoard Meeting Minutes Builder

OnBoard's minutes builder unifies your workflow, enabling you to make minutes directly within OnBoard. Effortlessly make notes, create tasks, track attendance, and mark motions as the meeting progresses. The builder makes it easy to focus on the meeting itself, a must have for every meeting workflow.

A complete archive of your board and leadership meetings is always available in your pocket. And with agenda driven templates and a variety of export options, it seamlessly integrates into your meeting workflow. The builder is OnBoard at its most productive. To make you more productive.

When you've finished reviewing your minutes, OnBoard enables speedy publishing directly within your resource center, as a PDF, or a Word Document. Best of all, you can attach it directly to your next meeting agenda for approval or eSignatures.

Whether you start from scratch or use your agenda as a template, the minutes builder eliminates the need to juggle between apps and file types while keeping all your board work where it belongs — inside OnBoard's secure platform.



EXPLORE MINUTES BUILDER

SCHEDULE A DEMO



Agenda Template

Remove distractions and focus on capturing accurate minutes.



Formatting Tools

All the tools you need to take good minutes.



Tasks, Motions & More

Add a motion, assign a task, or create a new agenda section during the meeting.



Security from the Start

Don't let your minutes bounce around inboxes.



PDF & Word Export

Export directly into your Resource center or create a Word or PDF file.

About the Author



Bonnie Oakes Charron, MLIS, FGOV

Company: Board Concierge

OTTAWA ON CANADA

bcharron@boardconcierge.ca

613.818.2065

Bonnie is a governance professional and IM specialist, with over twenty years' experience in governance, IM, and administration. She holds a Master of Library and Information Science degree, and her IM background includes library services, records management, data administration, and systems design. Bonnie has provided procedural services in the Canadian Parliament, as well as corporate secretarial services for boards of directors in a variety of sectors.

Through Board Concierge she creates solutions and acts as a business advisor - helping clients to achieve their highest performance in governance operations. Bonnie holds a Fellow in Governance designation from the Canadian Board Diversity Council, and sits on the boards of several organizations in her personal and professional communities including Governance Professionals of Canada.