

Minute Taking Tips

Minutes should be recorded at every meeting of the board of directors¹ and at most committing meetings. They should reflect the actions taken at the meeting and serve to protect the organization. These practical tips will help volunteers and staff responsible for recording the minutes.

Preparing to Take Minutes

Minute taking is an important task. The person responsible must be alert. He or she will benefit by reviewing previous minutes to identify the preferred format and depth of detail.



- Determine before the meeting *who* will be responsible for writing the minutes; be sure to arrive early.
- Have adequate paper and pen available and *sit where conversation can be heard*.
- Circulate a *sign-in sheet* to identify *all* attendees at the meeting, including guests and staff.
- Preferably, *do not tape record minutes* for liability reasons. If a volunteer brings a recorder, let that be noted in the minutes and make a policy² or request that recordings be erased upon approval of the minutes at the next meeting. The board may ask that the recorder not be used --- a prerogative of the chairman or policy of the organization.

Recording at the Meeting

The minutes encapsulate meeting discussions and actions taken. What is recorded in them is partly based on the best ways to protect the organization while recognizing the preferences of the board or committee. An attorney will advise what should be included and review them periodically.

- Record *who is in the room* (members, guests, staff, etc.) As more people arrive, it should be noted either at the start of the minutes or throughout. Include the location of the meeting, including facility name, city and the date.

¹ Closed-door or executive meetings are not exempt from the need to have a set of minutes to record the actions and protect the organization.

² Policy statement: It is the policy of the organization that no person may audio or video tape the meetings of the board without consent of the chairman, other than authorized staff members. Any audio or video tape will be destroyed (erased) upon approval of the meeting minutes.

- *Record motions exactly as they are stated.* If they are unclear, then they should be clarified *before* the vote is taken. *All* motions must be recorded in the minutes, no matter their outcomes.
- The name of the *maker and seconder of the motion is not necessary* to record.
- Record the *outcome of every motion* – whether or not it was passed, amended, tabled, withdrawn or failed by a vote or for lack of a second. For example, “A motion was made, seconded and passed unanimously” or “A motion was made and withdrawn....”
- Lengthy *discussions* should not be recorded in detail. Minutes are for the purpose of recording motions and actions, not conversations.
- *Self-serving remarks that protect the organization* should be included. For example: “An antitrust avoidance statement was distributed to the board;” or, “The board reviewed the financial statement in detail.”
- Record *discussion points that benefit the organization.* For example, indicate that a volunteer offered to make a significant contribution --- items that reflect positively on the organization and confirm a commitment --- even though a motion was not made.
- *Note recesses or breaks.* Also the time of the final adjournment.
- If the date and *location for the next meeting* is set, be sure to include the information.
- The name of the *person recording the minutes* should be identified at the bottom of the last page.
- *Typos and errors* are not acceptable in minutes; mistakes should not be in an official legal document kept permanently.



After the Meeting – Distribution, Retention

The sooner the meeting notes are transcribed into official minutes, the more accurate they will be and the quicker they can be distributed.

- *Before distribution*, be sure the *elected secretary* has an opportunity to review the draft. Include the word “draft” on each page of the minutes in the footer or as a watermark so as not to be confused with the final approved copy.
- The name of the elected secretary may be identified at the bottom of the last page with a signature line included. The *secretary may sign the minutes* and that original

copy should remain on file at the office, permanently.

- Set a precedent of *distributing minutes within 30 days* of a meeting; sooner for more frequently held meetings. Distribute by U.S. mail, posting on a password-protected website or by e-mailing as a digital attachment. Save as a PDF file rather than a word processing file so that changes cannot be made to the original. The sooner they are distributed the more likely volunteers they will be use them to review for commitments and responsibilities.
- Minutes are normally *distributed to the entire board or committee*, whether or not persons missed the meeting. Strategically distribute to involved staff members that need to read or have input.
- *Retain original* in a minute book or secure file folder, include a copy for the reading file. Do not lose the original!
- *Attachments are not recommended*. If the chairman of the board wants ancillary information distributed, do so separately from the minutes (do not attach) so additional information is not added to the legal document.
- *Number the pages* and use a *footer or header* to identify the organization's name and meeting date on every page.
- Consider preparing an *executive-summary* of the minutes but keep it separate from the official minutes. The executive summary may include delegated work, deadlines and commitments.
- Upon approval of the minutes, *discard any taped recordings* as well as the note taking sheets used to create the minutes.
- Add a *reference note on bottom of the last page* indicating to whom the minutes are being distributed to and the date of distribution: i.e. "Distribution on 8/14/04 to Board of Directors, Attorney, Lobbyist, Staff, Files, Newsletter Editor."



These are tips to make minute taking understood. Every organization will develop best practices and preferences as to how minutes are taken. Seek the counsel of an attorney regarding minutes.

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Note: Bob Harris, CAE, teaches organizational efficiency, leadership training, and conducts strategic planning for nonprofit organizations. He can be contacted at 850/570-6000 or bob@rchcae.com. His website is www.nonprofitcenter.com.