



CBLD Field Guide: Meeting Minutes By Michael Healy and Marshall Kovitz



Keeping good records is one part of a board's legal Duty of Care; as the record of what happens at meetings, the minutes are an important tool for fulfilling this duty. In practice, minutes primarily serve as a tool for helping directors remember what the board decided at previous meetings, and secondarily as a way to keep our co-op's members informed about the actions of their board. While there are few hard and fast rules for taking minutes, this Field Guide will offer some tips and guidelines to help both your whole board and your minute-taker better understand how to create a good record.

Who Should Take Minutes?

In general, the board Secretary is responsible for the minutes – but this does not mean that the Secretary must write the minutes.

TIP: If you would like to free up your Secretary to fully participate in deliberation and decision-making, you can use a minute-taker who is not a director. For the sake of consistency and accuracy, try to find someone who is good at the job and who can stick with it over time.

What should minutes contain?

Meeting minutes should record what was *done* – the decisions made and the actions taken – not what was *said*. Standard contents include

- Heading: Type of meeting; co-op name; and date, time and place of meeting
- Attendees
- A record of the board's acceptance of the previous meeting's minutes
- Decisions made by the board (including decisions to table or postpone an item)
 - If using parliamentary procedure (i.e., Robert's Rules), include the exact wording of each main motion as it was voted on, whether it passed or failed, the name of the maker, and the vote tally.
 - If using a consensus process, include the exact wording of the group's final consensus agreement.
- Reference to documents (such as written reports from the GM or committees) or resources (like information provided by outside experts) that were considered in making decisions
- Hour of adjournment

TIP: Create a template for your minutes based on the meeting agenda. Include common ingredients, leaving space to fill in new decisions.

What should minutes *not* contain?

- A transcript, or details of who said what
- Personal opinions, interpretations or comments: Because this sort of information is rarely helpful later, and does not reflect the will of the board as a whole, it is better just to leave it out.

What is in between *should* and *should not*?

Some boards may want to record more than the bare minimum, maybe by including summaries of discussion. As long as these summaries briefly and fairly represent the conversation, they can be helpful to directors who missed the meeting or as a historical record. A little detail about the factors considered, documents reviewed, or professional advice the board considered can provide a record that your board followed the Duty of Care. Just find a balance between too much and not enough information that works.

What do we do with draft minutes?

The draft minutes should be included in the packet of materials for the next meeting. All meeting participants (directors and GM) should review the draft and arrive prepared to make corrections or approve the draft.

Where do approved minutes go?

- Archiving:
 - Keep approved minutes, along with all attachments (GM reports, committee reports, etc.), in a central and safe location at the co-op's offices.
 - Maintain sensible back-up procedures as you would for any important legal documents.
 - State law typically mandates the length of time to keep records. What does your state require?
- Making minutes available to members:
 - Only approved (non-confidential) minutes should be available to members.
 - Keeping the minutes in a binder at the customer service counter is sufficient. You can post them if you'd like.
 - Do not include attached documents to these minutes. (Sometimes these documents contain sensitive information.)

What about confidential (executive session) minutes?

The basic guidelines for minutes apply. Beyond this, you should handle and store these documents in a way that ensures confidentiality. See the "Executive Sessions" Field Guide for more information.

Questions to think about:

1. Does your board have a set of standards for your minutes?
2. Do your minutes clearly highlight the decisions made and actions taken?
3. Do you have a good system for archiving your board records?

Resources:

Jennings, C. Alan. *Robert's Rules for Dummies*. Indianapolis: Wiley; 2005: 252-255.

Sylvester, Nancy. *The Complete Idiot's Guide to Robert's Rules*. Penguin; 2004: 203-211.

Zimelman, Karen. "Making the Minutes 'Ours.'" *Cooperative Grocer*, July-August, 1990.
<http://www.cooperativegrocer.coop/articles/index.php?id=89>