

A Guide to Meeting Minutes

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Meeting minutes are some of the most important documents for co-operative businesses. Collectively, they contain the official record for decisions made by the board of directors and the membership. This is important for good governance, strategic direction, and the overall operation of the co-op. Despite this, minutes are often viewed as a chore. This tool serves as a guide to meeting minutes, and provides some tips to help make sure your minutes meet legal requirements and provide a solid record for your co-op.

Tips for minute-takers

Depending on the size of your co-op, the person taking minutes at a meeting might be a staff member (like an executive assistant) or a volunteer (often the board's secretary). It's important that minute-takers are aware of the level of detail expected in the minutes. Consider using a standard template for meeting agendas so your minutes will always follow a standard format. Also, provide the minute-taker an agenda ahead of the meeting so they can prepare the outline for the minutes.

To prepare for a meeting:

- Review the agenda and any meeting materials (e.g. reports, presentations) ahead of time so you know where the discussion will go.
- Use agenda items as a draft outline for the minutes.
- Include motions/resolutions ahead of time, where possible. For example, you know the reports need to be accepted, so be prepared with the standard components – “[NAME] moved that the finance committee's report be accepted. Seconded by [NAME]. Carried.”
- Keep a list of meeting attendees so you can quickly confirm the names and roles of directors, as well as invited speakers.

Some minute-takers like to record meetings to ensure they can check back on important details later. Others take very detailed notes of the business that

was discussed. In all cases, the minute-taker should destroy their notes or delete any drafts/files once the minutes are officially approved. You only want a *single* official record, and these notes might conflict with the official minutes.

Level of detail

As a minute-taker, you need to determine what level of detail you'll include in the minutes. Do you include names? Should you try to capture things word for word? Do we include action items? These are all questions that should be discussed at the first board meeting. Talk about the level of detail you want to be included in the minutes and modify the template below. In all cases, keep the following tips in mind:

- Minutes are the official record of the board and, at a minimum, should include enough detail to demonstrate that the board upheld a 'duty of care' and 'fiduciary duty'. In other words, the minutes should show that directors are performing well – they're examining information and making informed decisions in the best interests of the co-op.
- Names are (mostly) unnecessary. Unless you're noting something an invited speaker said or instruction provided by the chair, it is not necessary to attribute claims or ideas to an individual. Of course, names should be used for making and seconding motions.
- You don't have to keep a record of who voted for what. In most cases, voting will be unanimous. However, disagreement does not have to be reflected in the minutes. A board must collectively uphold all the decisions it approves. A director can request that their dissent be recorded, but they have an obligation to uphold the position. Demonstrating any disagreement in the minutes isn't helpful and you should probably avoid it.
- Don't disclose confidential information in the minutes, and don't get too detailed. Boards regularly discuss confidential or sensitive information to help them manage the co-op and make good, informed decisions. However, the details of these conversations don't need to be recorded in the minutes. Frame the discussion the board had and note any resulting decisions. Check out the examples provided in our template.
- Know when to stop taking minutes. Once a board moves to an in-camera

session (closed to staff or the public), their discussion moves off the record. A decision may be recorded later, but particularly sensitive information (e.g. CEO performance) can be excluded from the minutes.

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