



Focus on Leadership

Minutes

*It's Called Cooperative Living.
You Enjoy Living. And Your Home Cooperates.*

Leadership Series Handbook

MINUTES

Minutes are the written record of the proceedings of an assembly. The record should accurately reflect what was “done” at the meeting, not what was “said” by the attendees. As secretary, your task is to capture the meeting content and actions without inflecting your personal opinion.

CONTENT OF THE MINUTES:

The first paragraph of the minutes should contain the following information:

1. The type of meeting: Regular, special, annual, executive, etc.
2. The name of the assembly or society.
3. The date and time of the meeting.
4. A roll call of those presents or a list of those absent.
5. Action taken on the minutes of the immediate prior meeting, i.e., read and approved as corrected, tabled, etc.

The body of the minutes should contain a separate paragraph for each subject matter and should reflect:

1. The exact wording of each motion offered.
2. The disposition of the motion: carried, defeated, tabled.
3. The name of the person offering the motion and the name of the person supporting the motion if ordered by the assembly.

All points of order and appeals, and the reasons for the ruling by the Chair, should be included.

The minutes should be closed with the hour of adjournment.



Additional rules and practices related to minutes content:

- The name of the supporter of a motion should not be entered in the minutes unless ordered by the assembly.
- When a count has been ordered, or the vote is by ballot, the number of votes on each side should be entered, and when the voting is by

roll call, the names of those voting on each side and those answering “Present” should be entered.

- Committee reports should be noted, but not the report's content. A copy of the report may be attached to the minutes if desired.
- The name and subject of a guest speaker can be given, but no effort should be made to summarize his/her remarks.
- Minutes should be signed by the secretary after approval and before submission. The words “Respectfully Submitted” are not essential and represent an older practice no longer necessary

CERTIFICATION OF MINUTES

Minutes may need to be “certified” to be accepted by other entities (i.e., lenders, courts, etc.). You may type the following at the bottom of the minutes and sign after the minutes have been approved:

Certification:

I (Your Name), duly elected secretary of the Board of Directors of (Legal name of Co-op) do affirm the preceding to be a true and correct record of the proceedings of a (type of meeting) meeting, held on (Date) at (time) by the board of Directors at ____ (Address) ____ (state) ____ (Zip Code) ____.

Sign your name here.

_____ Date: _____
Type your Name, Secretary

Adhere to governing documents and laws.

The board secretary, appointed recorder, or assistant secretary is responsible for taking minutes. These records are precious, so it is crucial to adhere to your governing documents and local, state, and federal laws and regulations.

What Minutes are

In a formal sense, minutes are the historical record of an officially convened meeting of an organized decision-making body, such as a board of directors, municipal council, or executive committee. Informally, the term minutes can extend to mean a summary of a meeting of a group that is not formally organized and may or may not have collective decision-making powers. Minutes should generally focus on decisions and actions taken by the group and may also capture the thought process that led to decisions.

Why Minutes are Important.

Minutes enable an organization to meet its obligation to conduct business in a transparent and accountable manner. They keep the organization's membership, stakeholders, or the general public informed on the evolution of decisions that affect them.

Taking Minutes to Protect Organization

The purpose of taking minutes is to protect the organization and the people participating in the meeting. The minutes are not intended to be a record of discussions nor serve as a newsletter for the organization. Recent court decisions support this.

In the case **Multimedia Publishing of NC v. Henderson County**, the court noted, "The purpose of minutes is to provide a record of the actions taken by a board and evidence that the actions were taken according to proper procedures. If no action is taken, no minutes (other than a record of the meeting) are necessary."

In another case, **Maready v. City of Winston-Salem**, the court wrote, "Generally, the minutes should contain mainly a record of what was done at the meeting, not what was said by the members. Their purpose is to reflect matters such as motions made, the movant, points of order, and appeals - not to show discussion or absence of action." This decision highlights what association counsel frequently emphasizes when advising association executives regarding minutes - they should be kept as brief as possible. They should only reflect the action taken at the meeting.

These guidelines will help volunteers and staff members take minutes that will protect the organization.

- Accurate minutes should be kept for all official meetings, including committee and chapter meetings. Write good minutes but avoid "high flown" language. Do not try to show off your literary ability.
- Minutes should be a record of what was considered and accomplished at a meeting, not a record of conversations, reports, and work assignments. They should not include sidebar conversations if they occur.

- Minutes should indicate the place, date, and time of the meeting and the names of all participants, including persons arriving late or leaving early, guests, and staff.
- Always report action or disposition on every motion recorded. Main motions and resolutions should be recorded precisely as adopted. Each adopted amendment need not be shown. As amended, the main motion or resolution is recorded in its adopted form.
- If a roll call vote of members is called, the names of those voting on each side must be entered in the minutes. Enough abstentions should be documented to show that a quorum was present if necessary. When a count has been ordered or a ballot vote taken, the number of votes on each side should be recorded.
- The proceedings of a committee of the whole, or quasi-committee of the whole, should not be entered in the minutes. The fact that the assembly went into committee of the total and the committee chairman's report should be recorded. Proceedings while functioning in informal consideration are included.
- When a report is important, the assembly can order it to be entered in the minutes. Then, the secretary copies it in full in the minutes. Otherwise, only adopted resolutions are entered.
- when the minutes are approved, the word "Approved," with the secretary's initials and the date, should be written below the minutes.
- Minutes of the final board meeting of the term should be approved by a committee comprised of board members appointed to approve the minutes.
- If business sessions are held less often than quarterly and last Less than one day, a committee or executive

board is usually authorized to approve the minutes. This does not deprive the assembly of making corrections Later.

- When corrections are made, the error should be bracketed, and the correction written on the facing page or in a wide margin. Never erase errors corrected in the minutes of the meeting. The meeting minutes at which the correction was made merely state that a correction was made without specifying the correction.
- Minutes can be corrected after they are approved, even years later, if the existence of an error or material omission becomes reasonably sure. Any member may propose a correction even though not present at the meeting.
- The ultimate legal importance of meeting minutes can be substantial if antitrust, tax, advocacy, or other legal issues are raised in litigation or some other context. (In several antitrust cases, recollections by those who attended meetings were disregarded in the face of the official minutes.) Include a statement about the distribution of financial reports and approval or corrections to prior minutes in the minutes.
- From time to time, minutes may contain self-serving statements to protect the organization, for example, “An antitrust avoidance statement was read and distributed to the board.” This is to the advantage of the organization.
- Drafts of minutes, notes, and audio or video recordings should NOT be retained in the organization’s files once the minutes are approved. The chief elected officer and staff must be sure they are discarded. The organization

should have a policy about who may create audio and video recordings.

- Distribute minutes within a reasonable time following the meeting to those who attended and those who were supposed to be at the meeting, and then safeguard them in the permanent files of the organization. If you distribute minutes electronically, be sure your bylaws and corporate laws permit this.

Minutes should also be taken in the following settings:

- Informal staff meetings. Here, minutes are summaries of discussions, consensus, and follow-up actions. Such summaries enable the group to monitor and track the progress of initiatives or projects.
- Planning, teambuilding, and problem-solving sessions. Here, minutes are summaries of discussions and consensus. Without concise and complete summaries, the benefits of such sessions and the opportunity for organized follow-up activities are diminished.
- Negotiations or bargaining sessions. Here, agreements reached should be recorded, but it is not usually necessary to record discussion details.

Minutes are unnecessary in settings that are not required and would provide no value. For example:

- An informal gathering of colleagues
- An ad-hoc staff meeting for the sole purpose of presenting an update (unless there is a need to inform absent members of what was reported)

Consider asking legal counsel to review minutes before they are distributed to ensure no liability is created for the association.