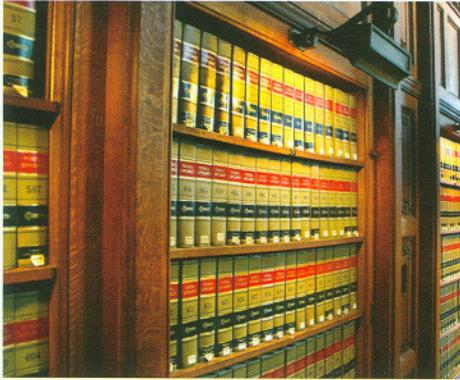


Take Note: Purpose of Meeting Minutes



Q. My board of directors insists that our meeting minutes consist of a transcript recording of the meeting. I have a feeling that this is not a good idea, but I'm not exactly sure what needs to be in minutes and what does not. Can you help?

A. The first order of business is to gain an understanding of the purpose of meeting minutes, and the legal significance those minutes may take on in the future. The primary purpose of minutes is to create an official record of the *actions* taken at a meeting. Minutes serve to both memorialize the actions taken for those attending the meeting as well as for those who were unable to attend the meeting. The minutes are not intended to serve — nor should they serve — as an exact account of who said what and when, or who disagreed with whom. Minutes should record the decisions made, not the surrounding discussion. In addition, remember that minutes also are a legal document, thus raising another set of criteria as to their appropriate content.

At a minimum, meeting minutes should indicate the time, date and place of the meeting, the fact that prior notice of the meeting was given, the names of those in attendance, the presence of a quorum and the official actions taken by meeting participants. The minutes also should reflect any presentations or reports presented, the name of the party giving the presentation, and the fact that the board discussed the proposed action. Beyond those basic elements, there is some latitude as to

what additional material should be included in minutes in order to meet the needs of a particular association, a particular meeting or the topics discussed.

Meeting minutes have been accorded significant evidentiary weight by many courts and government agencies. Consequently, those who draft meeting minutes should do so with the realization that they ultimately may be examined in an investigation of an association or in litigation involving an association. In view of this potential for legal significance, meeting minutes also provide an opportunity for an organization to create a record of its conscientious compliance with its legal obligations. For example, if the organization is contemplating a merger or other significant transaction, the minutes should reflect that the board was fully informed and engaged, and deliberated on the matter. Presentations and reports given by an organization's attorneys, accountants or other advisors should be duly noted in the minutes.

Notwithstanding the latitude available to organizations in creating their "record of events," the following suggestion from *Robert's Rules of Order* is worthy of consideration: "In ordinary society meetings and meetings of boards of managers and trustees... there is no object in reporting the debates; the duty of the clerk, in such cases, is mainly to record what is 'done' by the assembly, not what is said by the members."

Accordingly, it is not necessary, nor is it wise, to include comments about who said what about a particular matter. As for the thought that such comments will be revealing or informative later, that simply

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is not true. Comments made during the course of a meeting do not necessarily reflect the consensus view. In fact, it often is the minority view that is expressed at meetings, with the majority simply voting in favor of or against the proposed actions. As a historical record of the debate, meeting minutes (even a word-for-word recording or transcript) can be very skewed. Further, if attendees believe that a record must be made of their positions, as opposed to actions taken, they will be compelled to make speeches for the record.

It also is not necessary to record the mover or seconder of a motion or who voted for and against a motion. However, each member does have the right to have their dissenting vote recorded. If a member were to request that their negative vote be noted in the minutes, it should be so noted.

Lastly, for a bit of practical advice, in order to make the minutes as easy as possible to draft and to use, it is a good idea for them to follow the agenda. Each item in the agenda should have a corresponding action item in the minutes. If attendees are interested in the background for a particular item in the minutes, they can refer to the supporting material that accompanied the agenda.

In sum, minutes should include certain basic information as to the meeting (e.g., who attended, etc.) and should report the actions taken at the meeting. In doing so, the minutes should be written accurately and concisely so that any person, whether or not they attended the meeting, would be able to know the decisions made at the meeting. ▣

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