**The Ins and Outs of Taking Effective Board Meeting Minutes**

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Minutes are often the unsung heroes of board meetings, but they are a vital record of an organization’s past—and a guide for its future. They are also helpful in preventing liability and other serious issues. Find out why.

Imagine this scenario: Your board of directors is having its first meeting of the term. The first item on the agenda is to approve a service contract that was initially discussed six months ago. There’s just one problem. Since all of the directors are newly elected, none of them participated in the original discussion. They can’t reach consensus because they’re missing some key historical details, and the meeting is dragging on.

Then, the board secretary proposes a simple solution: Check the previous minutes. Good idea. Minutes are an essential part of board meetings because they are an objective historical record of decisions, actions, and spending. They also act as a roadmap for the board, because reviewing the documents can give excellent detail as to the health of the organization.

If you want to look at the pulse of an organization, the minutes can tell you a lot. A board without minutes is like the kid in school who “did his homework” but forgot it at home. Words can only go so far in trying to “say” what the actual minutes provide. Therefore, appropriately storing or filing the minutes is just as important as taking them.

Here is a quick primer on what they are, why they are essential, and how to take them and use them effectively.

**Why Are Minutes Important?**

Minutes are the official written record of an association’s decisions and actions based on the meetings of its board of directors and committees. By law, most for-profit and non-profit entities in the U.S. must maintain meeting minutes as part of their corporate records. Over time, minutes become part of the written history of an association, documenting its past and acting as a guide for the future.

Properly drafted minutes are a form of protection against future risk. Memories are unreliable, and associations and their boards change over time. Decisions that have been recorded using objective language can reduce the liability risk of individual board members and confirm that the board is fulfilling its fiduciary duties. If there are conflicting accounts of an event, the board can reference the minutes and prevent a dispute from escalating. Or if an association is subject to litigation, the minutes are important evidentiary documents.

**What Should Be Included?**

Minutes are not the same as a transcript, so they should not include direct quotations from participants, personal opinions, or emotional arguments. Instead of recording every word that was said in a meeting, minutes are a detailed summary that includes:

* Names, titles, and affiliations of all participants
* Call to order and adjournment times
* Decisions and their rationale
* Directors who declare a conflict of interest
* Amendments to previous minutes and confirmation that the minutes have been approved
* Motions, including the mover and seconder
* Dollar amounts of contracts and expenses
* Assigned tasks or action items
* Status updates of ongoing items
* Major concerns

**Who Should Take Minutes?**

Who takes the minutes is just as important as the content. The most convenient and cost-effective option is to have a board member or staff person act as minute taker. However, that convenience can have serious disadvantages and end up costing an organization a lot amount more than it saves.

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For example, a board member who is focused on taking minutes cannot actively participate in the meeting and contribute as a decision maker. If a staff person is busy with their regular duties, they may have issues completing the minutes. There may also be concerns with biased language, especially if the board member or staff person’s actions are under scrutiny by the board.

The other option is to engage a third-party minute-taking service. Professional minute takers are knowledgeable in the content that should and should not be included, are experienced in documenting board decisions in objective language, and are impartial because they have no vested interest in the financial outcomes of the board’s decisions. The minutes have increased credibility because they were drafted by someone who was not involved in the decision making.

**How Are Minutes Stored?**

Ideally, minutes are digitized and stored in a cloud-based system that is available to board members and staff. This prevents the minutes from being misplaced or lost, and ensures they remain accessible through board and staff turnover. Jurisdiction and the governing legislation for an association determine how long the minutes should be stored.

By carefully considering the content and who performs the role of documenting it, maintaining quality minutes means better meetings, better decision making, and better associations.