Demystifying Board Minutes

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One of the most confusing, sometimes divisive, topics in nonprofit management is the preparation of minutes: what they should include, who should prepare them, and what tools are acceptable to augment personal recollection.

First, it's important to understand the purpose of minutes. They are a *legal* record of actions taken and decisions made at a meeting. Inclusion of too much detail can leave the Board open to questioning of their decision-making process if the organization is investigated or sued.

Minutes are not a recap of discussion, documentation of who said what, or a substitute for attendance ("I don't need to go to the meeting – I'll just read the minutes"). The reasons for all of these reflect the Board's Duty of Care, the first of three fiduciary duties board members are legally required to fulfill.

One of the key Duties of Care is exhibiting independent judgement. While many boards prefer to govern by consensus – conflict is uncomfortable – appropriate deliberation requires evaluating issues from all sides. This includes the consideration of dissenting viewpoints. If board members know their comments will be attributed to them, they may not speak freely.

"I'll just read the minutes" also violates the Duty of Care. Board members who don't attend meetings are not considering the viewpoints of others or participating in the free exchange of ideas that leads to the best decisions. Most bylaws require attendance at a certain percentage of meetings a year to protect against this.

Who Prepares Minutes

Who is responsible for taking and preparing minutes is a board decision, but regardless of mechanics the Board Secretary is responsible for the adopted minutes. To ensure that the Secretary can fully participate in the meeting, sometimes minute-taking is delegated to a trusted staff person. However, if action minutes are taken there is relatively little risk of curtailing the Secretary's participation.

What to include in Board Minutes

Board minutes are required to contain specific elements. These include date, time, and location of the meeting, who presided, that notice was given to those required, who attended, and whether a quorum was present. The previous meeting's minutes, as presented or corrected, should be adopted once the meeting convenes.

The substance of the minutes, as noted, should include motions made and actions taken, and any motions that require subsequent action (referral to a committee, formation of a task force, specific directive for an individual to complete a certain action such as application for a line of credit). (Whether the names of those making and seconding motions are included is a personal preference – it is not required.) A simple summary of the item – "<topic> was presented, a motion to approve/reject/table/refer out was made and seconded, and following discussion the motion was adopted/failed." If there are specific actions assigned, those actions and responsibility for completion should also be included.

Finally, the motion to adjourn and the time of adjournment, as well as the name of the person submitting the minutes, should be noted.

Special Cases

If an Executive Session is called, the reason for moving into Executive Session, including the purpose, should be noted. If minutes are kept during the Executive Session – and frequently they are not due to the confidential nature of the discussion – they should not be included with the general minutes. Upon reconvening, in the same Board meeting or the subsequent one, any actions taken in Executive Session should be noted for the minutes.

Tools to use – and avoid

Because minutes are a legal record, there should only be one approved copy in organization records. Any notes, drafts, recordings, or transcripts should be destroyed. The temptation to use artificial intelligence tools (AI) is a particular danger. Not only do they record/transcribe everything said, and often by whom, but as cloud-based platforms controlled by an external company, there is no guarantee that once deleted they will be inaccessible to others. Furthermore, AI agents "learn" from what they record – do you want them doing that based on your internal discussions?

Record Keeping Requirements

As an official organization document, adopted minutes (as well as governing documents such as Bylaws) should be retained indefinitely.

Member Access to Minutes

While members seeking to review board minutes are often fishing for trouble, most states require that they be able to review minutes and some other key documents on request (within a reasonable timeframe for them to be produced). This is another instance where action-only minutes are the organization's friend – they leave little for instigators to target.

Rely on legal, accounting and insurance counsel when discussing board fiduciary and trustee duties.

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