## **APPENDIX 21**

### MINUTES GUIDELINES AND TEMPLATES

**Practical Advice Note:** Minute writing is an art and the level of detail and format of minutes will vary based on a variety of factors. Following are some guidelines that may be helpful.

## Document 1 Guidelines

What to include:

- 1. Meeting Details, including:
  - a. Type of meeting (regular/special, committee/board)
  - b. Date and location
  - c. Who attended (directors/staff/guests)
  - d. Directors who did not attend or who arrived late after substantive discussion
  - e. Who presided
  - f. Who kept the minutes (served as secretary)
- 2. Meeting Substance
  - a. Specify issues discussed, including names of presenters
    - i. Note materials distributed, if any
    - ii. List major points of discussion or matters considered, in summary form
  - b. Clearly state decisions/actions taken
    - i. Include resolutions adopted, if any
    - ii. Indicate names of directors voting against or abstaining on resolution, or not present at the time of the vote
    - iii. When a conflict of interest situation is being dealt with by the board, indicate whether the director with the conflict was present for some or all of the discussion or action.
    - iv. If no resolution adopted, indicate if there was consensus on the topic, or if matter was deferred or informally tabled
  - c. Identify information items and reports received
    - i. Include name of report or item and topics covered
    - ii. Include list of materials distributed, if any
    - iii. Include names of individuals (and if applicable, their position, such as committee chair) giving oral reports
  - d. Indicate whether executive session was held

What to avoid:

- 1. At the Meeting
  - a. Tape recording
  - b. Taking notes that attempt to capture every word
- 2. When Writing Minutes
  - a. Waiting for weeks to do initial drafts or to send out for review
  - b. Using characterizations and adjectives
  - c. Including verbatim or lengthy descriptions
  - d. Using language that isn't clear as to what specific action was taken and by whom
  - e. Indicating time spent on particular items

# APPENDIX 21 (CONT'D)

**Practical Advice Note:** Formats for minutes vary among organizations based on tradition, preferences of board leadership, recommendations from legal counsel, and, in some cases, as a result of legal or regulatory concerns. Although there is no universal template for minutes, consistency in format is generally considered advisable. Following is a template that may be helpful to officers or staff charged with drafting minutes.

## Document 2

#### **Templates for Minutes**

Minutes of the Regular Meeting of the Board of Directors of [Insert Name of Organization] Held [Insert Date] At [Insert Location]

The following directors were present/absent (\* indicates absence) [List all directors. Place \* after the names of those not present]

The following members of management were present:

The following guests were present:

### **Call to Order and Introductions**

[Insert name of Chair], Chair called the meeting to order at \_\_\_\_\_[a.m. or p.m.] and introduced the members of staff and guests in attendance.

#### **Approval of Minutes**

On motion made, seconded, and carried, the board approved the previously distributed minutes of the meeting of the board held [insert date].

#### **Report of the Executive Officer**

[insert name of Executive Officer], Executive Officer, reviewed and responded to director questions on the following matters:

[list matters discussed and brief summary of what presented]

### **Financial Report**

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[Insert name and title] reviewed and responded to director questions on the previously distributed financial statements [including the [insert date] income statement and the balance sheet. He/She also reviewed and responded to questions on the status of the organization's performance in comparison to the budget approved on \_\_\_\_\_\_. It was the consensus of the board that management [e.g., needed to take steps to reduce expenses in connection with \_\_\_\_\_]. The Executive Officer indicated that he/she would discuss potential options for [e.g., expense reduction] with the Executive Committee at its next meeting.

# **Presentation on Programming**

The Executive Director introduced [Insert name and, if applicable, title], who manages the organization's community outreach programs. Mr./Ms. [insert name] reported on recent efforts to [e.g., expand/revamp] certain programs, including [name of programs]. He/she responded to director questions on [e.g., costs and effectiveness of] the various programs, [e.g., actions being taken to train staff and plans to make constituents aware of changes to programming].

## Presentation on Banking/Brokerage Relationships

The Executive Director and the Treasurer reviewed the organization's banking and brokerage relationships and requested board approval of a resolution to open a new brokerage account at [insert name of institution] to facilitate handling of donations of stock by individuals through that institution. Following discussion, on motion made, seconded, and carried, the board adopted the following resolution in the format requested by [name of brokerage institution]:

[insert text of resolution]

# **Committee Reports**

The board acknowledged receipt of the following previously distributed committee reports

Report of the [Insert Date] Meeting of the Committee on Governance Report of the [Insert Date] Meeting of the Nominating Committee Report of the [insert Date] Meeting of the Executive Committee.

[Insert Name], Chair of the [Insert Committee Name] responded to director questions on [insert as appropriate, e.g., the process that committee was using to survey governance practices of other nonprofit organizations].

### Announcements

The Chair reminded directors of the [insert date] board offsite planning meeting and requested directors who had not already done so to confirm their attendance at the meeting.

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# **Executive Session**

All staff and guests left the meeting at this time and the board then met in executive session.

# Adjournment

There being no further business, the meeting was adjourned at \_\_\_\_\_[a.m. or p.m.]

[Insert Name] Secretary