

Nonprofit Governance and Management, Third Edition

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

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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

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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