

Do's and Don'ts for Meeting Minutes



Associations Now | September/October 2016 Issue
By: Jeanette Panning, CAE

Minutes are not a detailed report on your board or committee meeting. Here's what to put in and what to leave out.

With many things in life and business, less is more. In the association world, this is especially true for meeting minutes.

Minutes are an official record of actions the board or committee took at a meeting, not a record of everything that was said. They serve a historical purpose, but just as important, they serve a legal purpose, documenting the group's adherence to the proper procedures and the association's bylaws. And minutes and recordings made during a meeting are discoverable in litigation, so it is imperative to be prudent about what you include.

What's In

The minutes should include the title of the group that is meeting; the date, time, and venue; the names of those in attendance (including staff) and the person recording the minutes; and the agenda. The minutes should follow the order of the agenda, with a basic, almost vague, summary sentence or two for each item, along with the name of the person who presented it.

Votes taken should appear in their place of order in the agenda. Generally, don't include names. Instead, record what happened: "Action: Motion made, seconded, and carried." There is one exception: When the board approves executive compensation or a transaction with a board member, that action should be recorded—along with the names of those who voted for and against, the information provided on which they based their decision, and the outcome. This additional detail can help establish a rebuttable presumption that the action was reasonable and can help avoid IRS sanctions.

What's Out

Since minutes are public documents that members may ask to review, be clear on what to exclude. Avoid direct quotations; even without a name, the speaker may be identifiable. Don't report details of discussions, especially who said what. When items not on the agenda are discussed, note simply that "time was provided for members to discuss items not on the agenda." And remember that minutes are not the place for future action items or to-do lists.

Finally, once the minutes are approved, destroy any notes and audio or video recordings of the meeting. The final approved minutes should be the only record of the meeting that you distribute and keep.

Tags:

📌 BOARD OF DIRECTORS

📌 COMPLIANCE

📌 RECORDS RETENTION

Jeanette Panning, MBA, CAE is assistant director of publications programs at the American Geophysical Union.

[Email \(mailto:jpanning@agu.org\)](mailto:jpanning@agu.org)

READ THESE NEXT

The Ins and Outs of Taking Effective Board Meeting Minutes

Legal Governance Challenges for Associations During a Pandemic

Polish Up Your Conflict-of-Interest Policy

Review Your Resolutions



American Society of Association Executives™ (ASAE), 1575 I St. NW, Washington, DC 20005, P. 888.950.2723, F. 202.371.8315 or P. 202.371.0940 (in Washington, DC).

© Copyright 2021 ASAE. All rights reserved.