

# 7 Principles of Taking and Recording Board Meeting Minutes

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- 1) The minutes record the actions of the board, not what was said.
  - a) The text of motions must be an accurate record of the motion made.<sup>1</sup>
  - b) When motions are not included in written proposals, record the name of the motion maker.  
(Under Robert's Rules for small Boards—12 or less—there's no need to second a motion, and certainly no need to second a motion following discussion on the proposal).
  - c) Do not use the Minutes as a way to keep absent directors informed of anything more than board decisions.
- 2) Ensure there is only one version of the meeting on record.
  - a) Destroy the recording secretary's notes and audio recording(s) of a meeting when the Board has approved the minutes.
  - b) Admonish directors not to take notes of their own to avoid conflicting documents should the Board's actions come under the scrutiny of a law suit, for example.
- 3) Safeguard the approved minutes as a permanent record of corporate actions.
  - a) Fire-resistant.
  - b) Theft proof.
- 4) Write in a matter-of-fact tone; opinions of the recording secretary are not wanted.
  - a) Use no adjectives.
  - b) State the facts.
  - c) "The board approved the motion/action/proposal unanimously/by a majority/by \_\_\_ votes for and \_\_\_ votes against;" or "The action failed. Or, "The Chair declared the action approved/denied by consensus."<sup>2</sup>
  - d) Record the names of dissenting votes, especially if the director requests it (and they should).
- 5) Note the place and date of the meeting, and the times it was called to order, and when it adjourned.
- 6) Use subheadings in the minute that mirror those on the agenda.

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<sup>1</sup> The Chair should ask for discussion on the wording captured by the recording secretary.

<sup>2</sup> The chair might ask, "Are any opposed? Seeing none, show it approved."



7) If reports are presented at board meetings, “The \_\_\_ report was received and filed,” as in the case of the annual audit.<sup>3</sup>

Resources:

Robert’s Rules of Order, Newly Revised, 1990, 9<sup>th</sup> Edition;

Robert’s Rules of Order, The Modern Edition, 1989.

Board Governance Policy Manual, 14<sup>th</sup> Edition, 2010, Dan Clark

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<sup>3</sup> There is a better alternative to reports presented at meetings; distribute written reports on their own schedule—a board’s knowledge management need not be centered on its meeting schedule, especially if the board will not address the report at a meeting. Reports presented separately and not with a meeting agenda are not filed with an agenda.

