

# MASTERING THE ART OF MINUTE TAKING

*Disclaimer: Nothing in these notes should be considered legal advice*

## Table of Contents

<b>Introduction</b> .....	3
What minutes are.....	3
What minutes are not .....	3
<b>Types of meetings</b> .....	3
<b>The Operational Meeting</b> .....	3
Setting the Agenda.....	5
Putting the final agenda and meeting package together .....	6
Using a Minute Template.....	8
What to record?.....	9
Attendance Tracking .....	10
Keeping Good Records .....	10
The Action Registry .....	11
<b>Formal (or Semi-Formal) Meetings</b> .....	12
Setting the Agenda.....	13
The Look-Forward Agenda .....	13
The Consent Agenda .....	14
The Minute Template.....	15
Attendance Sheet and Quorum.....	15
The Minute Book .....	16
Record of Motions.....	17
Record Time of Adjournment .....	18
<b>In-Camera Meeting (aka Executive Session)</b> .....	18
<b>Teleconference/Videoconference Meetings</b> .....	19
<b>Meeting Preparation</b> .....	20
Ensure Meeting Space is Booked .....	20
Review Previous Minutes .....	21
Obtain Meeting Materials .....	21
Arrive Early.....	23

Determine Your Position.....	23
Producing Minutes .....	24
Electronic or manual:.....	24
Recording the Meeting (Audio).....	25
Draft to Chair - Within 24 hours .....	26
Corrections to Minutes .....	27
Proofread.....	27
Summary .....	28
Appendix A – Sample Terms of Reference.....	29
Appendix B – Operational Agenda .....	31
Appendix C – Look-Forward Agenda .....	32
Appendix D – Look-Forward Agenda Working Document.....	33
Appendix E – Operational Minute Template.....	34
Appendix F - Action Registry .....	35
Appendix G – Formal Agenda.....	36
Appendix H – Consent Agenda (BoardSource).....	37
Appendix I – Formal Minute Template.....	38
Appendix J –Sample Formal Completed Minutes .....	39
Appendix K – Attendance Sheet .....	40
Appendix L – Tips for Minute Takers .....	41

## Introduction

The purpose of this whitepaper is to provide tips, ideas and best practices on what to do before, during and after a meeting. The three things that are important to know and are the cornerstone of taking minutes are:

- 1) learning how to do them well
- 2) having guidelines and checklists to ensure quality (and so you won't forget anything)
- 3) having confidence!

If you have the first two things, I guarantee you *will* feel more confident in your role as meeting recorder.

I recall before I started taking minutes I interviewed a friend of mine for a blog article I was writing on minute taking. Once she went through her explanation of the process for taking minutes, I said, "Really? I could do that!" You see, after she had broken it down and given me the purpose for me being there it all started to make sense. I hope after reading this paper you will also have clarity on your role and feel better equipped to do this job.

## What minutes are

A recording of the discussion, decisions and actions (and when they are to be completed by).

## What minutes are not

A he said/she said recording of everything that has been said and done at a meeting.

## Types of meetings

There are basically three types of meetings: Operational, Formal (or semi-formal) and In Camera (also known as the Executive Session).

## The Operational Meeting

The first and most frequently held meeting is the Operational meeting. This would include meetings such as a staff, team or management meeting. A staff or team meeting might only require a listing

of actions in the minutes with very little discussion recorded. A management meeting requires more context as they are having higher-level discussions that they want summarized in the minutes, but it also includes actions to be completed and decisions made.

For the operational meeting, you should have a good understanding of the terms of reference of the meeting. This can either be a formal written terms of reference, which provide the guidelines set by the group on how they want to conduct their meeting, or it can be a general understanding amongst the group, such as all members should show up on time and be ready and prepared to participate.

The terms of reference should include the membership of the group, how many members are needed to make quorum, when the meeting package needs to be sent out, what the mandate and purpose is for meeting and the conduct expected at the meeting. As the record keeper you should have a copy of this document and become very familiar with it. I have included a copy of the terms of reference we use for the Admin Team meeting at my office (Appendix A). I always find the Admin Team meeting an excellent place to practice all aspects of a meeting from chairing it, setting the agenda, preparing the package and taking the minutes. What better place than amongst our peers to do this where we can all help and encourage each other? I tell our Admin Team that our meeting is the training ground for our real jobs.

If you are a member of a professional association such as the American Society of Administrative Professionals or the International Association of Administrative Professionals , to name a few, and you need to learn to take minutes, or want to get better at it, why not volunteer as the Secretary. These groups have top professionals in the administrative field, some with many years of experience, and that is exactly the place you want to be to take minutes because you have so many people at your disposal as a resource when you need it. A few years ago the new secretary at the professional association I attend had never taken minutes before, but by the end of her term was able to add a valuable skill to her resume.

The operational meeting can sometimes be a little more challenging because there is usually a lot of back and forth discussion that requires you to listen carefully to follow the flow of the discussions,

but even though it can be more challenging, it is not impossible. The key to taking minutes for any meeting is to be prepared.

## Setting the Agenda

Most minute takers will not only have the job of taking the minutes, but will be involved in all aspects of the meeting, including setting the agenda (at least the initial draft).

There are several ways an item can be put on the agenda. It might be a standing item that recurs on each agenda, it may be an item that is scheduled to be on the agenda each quarter or annually, it could be an item that goes under business arising because it is a follow up from a previous meeting or it might be an item that someone has asked to have put on the agenda. It will be up to you to make sure the correct items are on the agenda for review by the Chair of the meeting. It is also important to note beside each item why it is on the agenda and will there be anything attached that needs to be read or will it be a verbal report. The meeting participants will be better prepared when they know what is being asked of them. Some examples follow:

1. Employee Engagement Survey (*Attached*) (*For discussion and input*)
2. Annual Report (*Attached*) (*For final approval to submit*)
3. Staff Cost of Living Salary Increase (*Attached*) (*For decision*)
4. Staff Holiday Party (*Verbal*) (*For information*)

If you have an agenda template set up it will be easy to keep track of items that are recurring or are standing items. For example, a financial reporting may need to be given at the meeting following 10 business days each month. Once it is due to be given you would take it out of the recurring items section and add it as an item on the agenda. See Appendix B for an example of this (recurring items are listed at the bottom of the agenda).

When I sit down to draft the initial agenda the first thing I do is open the agenda template, date it for the next meeting and move any recurring items that need to be dealt with on the agenda. I then look in a folder I have for items that people have requested to go on the agenda. I print out any emails

people send me requesting an agenda item or make a note of it if they phone me and put the date of which meeting it is for on the top corner, but keep in mind that just because someone asks to have an item on the agenda does not necessarily mean it will end up on the agenda. Your job will be to bring it to the Chairperson's attention and they will decide if it goes on the final agenda. Another place to look for agenda items is by reading the previous minutes to see if any items are to come back to this meeting under Business Arising. I also keep an action registry, which is a listing of all actions from previous meetings, and look to see if there is anything that needs to be on this agenda from there as well. (See Appendix F for a sample action registry).

I then schedule a time to sit down with the Chair of the meeting to go over the agenda and finalize it. Once the agenda is finalized, you will need to contact anyone who has an item on the agenda to request if there are any handouts for their item. Sometimes they will have a briefing note or other background materials to go with their item. You will need to make sure you have this well in advance of when you send the meeting package out. If the meeting materials are due to be sent out three days in advance of the meeting, I would ask for any materials at least one week ahead of that time. This gives you some buffer time in case they are late. You never want to ask for the materials on the day you need it or inevitably it won't be ready and then your package will be late. To avoid this –ask for it early!

### Putting the final agenda and meeting package together

Once the agenda is finalized, you can put the final package together for distribution to the meeting participants. If you print the package, you can put it in a binder with tabs separating each item or staple the materials together if it is a small package. Whichever way you put it together, it should be done in an orderly fashion and follow the order of the agenda.

My former boss gave me some good advice when I first started working with him. He said I should ask myself what I would need if I was going to a meeting and then make sure he had it. It's simple advice really, but it sure changed the way I got things ready. That is now the first thing on my mind

when I am putting the materials together. I want to make sure I put the package in the order that I would like it if I was going to the meeting and in a format that is easy to follow. The agenda should be first and then the other materials in the order of when they will be discussed on the agenda. The same applies to electronic meeting packages. I'm sure we have all received an email (or meeting request) and the agenda and meeting materials are attached to it for an upcoming meeting. The assistant then needs to open the agenda and try to figure out which attachment goes with which agenda item. And sometimes there are 15 or more attachments and they were sent in three separate emails! That is not how I like to get my meeting materials and I'm sure that is not how your boss will want it either. If I receive a meeting package like this, I re-save each of the attachments as a PDF document and then combine them together with the agenda first and the other meeting materials in the order they are on the agenda. I then add bookmarks for each item so my boss can click on the bookmark and go from item to item. I do the same for meeting packages that I send out to meeting participants. What a relief it is to get a package in this way. There is no guessing what goes where, because everything is together in the order it should be.

If you need to send the meeting package in individual attachments in an email or meeting request, then you should name them in such a way so it will be easy to figure out what goes with what. For example, I usually write in the email what each item is and then make sure I number and name the attachment that goes with it the same. There should be no guessing involved. In the email, I would write something like the following:

*Dear meeting participants,*

*Attached please find the agenda and materials for the Senior Leadership Team meeting that will be held this Thursday at 1 p.m. in the Main Boardroom. The materials are as follows:*

*1 – Agenda*

*2 – Previous Minutes*

*3 – Briefing Note on the Update on Funding*

*4 – Briefing Note and Draft Health & Safety Policy*

*I look forward to seeing everyone at the meeting.*

*Patricia*

Another thing I would suggest if you are sending a meeting request and the meeting materials are attached to it, is to indicate in the Location section 'OPEN FOR MATERIALS' so people know there are materials attached. I do the same if I receive a meeting request and notice there are materials in the appointment. I want my boss to know there are attachments there. As assistants, we usually receive the meeting request and accept it on our bosses' behalf so we see there are materials attached, but our bosses generally only view meetings in their calendars or on their cell phones so unless it is written that the materials are in the meeting request, they have no idea anything is there.

### Using a Minute Template

If you take minutes electronically, I would recommend using a minute template. A minute template is also sometimes referred to as skeletal minutes. The minute template should follow the agenda exactly and in many cases is just the agenda in landscape format. I have included a sample at Appendix E.

The beauty of preparing the minute template before each meeting is so you can pre-populate it as much as possible and then your minute taking will be like filling in the blanks for each section. There are many things on the template that can be filled in ahead of time such as 'The agenda was adopted as presented.' If there is an amendment to the agenda you can change it during the meeting to 'amended.' This is the same for the item on approval of the previous minutes.

I also fill in 'The meeting was convened at **[Insert time]**' and 'The meeting was adjourned at **[Insert time]**' - just to remind myself to put the time in. It is easy to forget to check the time when the meeting starts and ends so this is a good reminder to do so. There are many things you can fill in advance to help make the job easier.

If you handwrite the minutes, you should still have an outline prepared ahead of time. You can write each item name on the top of the page and give yourself a few blank pages to write and then write the name of the next agenda item.

### What to record?

The operational meeting can sometimes seem more challenging to take minutes at because there is a lot of back and forth discussion. The thing to keep in mind is you are looking for the final decision or action that comes out of the discussion. You are not trying to write down everything that everyone is saying. Minutes are not a 'he said, she said' type of recording, but is a record of the discussion, decisions and actions to be taken and the date by when they need to be completed. Someone has said, they are not 'seconds,' they are 'minutes.' I would go further than that and say they are not minute by minute either. Less can sometimes be more when it comes to minutes.

If there is lengthy discussion or heated debate, it can be summed up in a simple phrase such as 'Discussion ensued' or 'There was discussion following the report.' And then you can put what the final outcome of the discussion was. If there is a brainstorming session and you think it is important to write down the ideas that are being made, then I would suggest putting them in bullet form. Such as, 'There was discussion and the following points were made:

- It is not necessary to put who made the comment, but just list the general ideas that were put forward. Sometimes people may give a similar suggestion and you can combine in one bullet point.

Having a list of words or phrases you can use is very helpful when writing the final minutes. See Appendix L, which is a cheat sheet of tips about minute taking and also includes some handy phrases and words to use. I would recommend you print this and keep it at your desk as a reminder for when you are finalizing the minutes. Over time the language will come more naturally, but it is a good practice to look them over every now and again, just as a refresher. You should also add new words as you learn them. When I read other people's minutes I often find words I like and write them

down. You can also learn new words by discussing it with your colleagues or reading articles on minute taking or joining online forums where they are discussing this topic.

### Attendance Tracking

Taking attendance at an operational meeting can be as simple as ticking the names listed on the agenda, or writing the names down as they come in the room before the meeting starts.

When you are recording the minutes you should mark the regular attendees under 'Participants.' If they are unable to attend the meeting and let you know in advance you should mark them under 'Regrets.' If they don't attend the meeting and didn't let you know they should be marked as 'Absent.' If they are invited to the meeting and are not a regular participant, you should list them under 'Guests.' If you are using a minute template this is also something you can prepare ahead of time and adjust as needed at the meeting.

The attendance sheet can also be used to help in keeping track of quorum. You should check to see what the Terms of Reference say about who needs to be in the meeting to make it a legitimate meeting.

### Keeping Good Records

It is important to keep good records of the meetings you are responsible for. This includes keeping final copies of the approved minutes, any handouts provided with the meeting package (or handed out at the meeting) and any follow up materials that relate to the meeting. I like to keep my filing system simple and then it is easy to find things when I need them.

For example, in my electronic filing I have folders for each of the meetings I am responsible for and under each folder I have the following sub folders and file everything by the date of the meeting.

This way when I look back at the minutes and if I need to refer back to a handout I know to look at the same date.

### Senior Leadership Team SLT meetings

#### Minutes

2016-05-08 SLT Minutes

2016-04-08 SLT Minutes

**Agenda** (*I file the final agenda and meeting package in this folder as well*)

2016-05-08 SLT Agenda

2016-04-08 SLT Agenda

### **Handouts**

2016-05-08 April 8, 2016 previous minutes

2016-04-08 Employee Engagement Survey briefing note

By naming the files by YYYY MM DD, it will file electronically in order, whereas if you file by writing out month, then day and year, it will file alphabetically by the month, which will make it harder to find things. An example would be as follows:

### **Minutes**

August 10, 2015

December 15, 2015

January 4, 2015

July 1, 2015

October 10, 2015

September 12, 2015

If you keep hard copies of your minute records, I would recommend you keep them in a binder from past to present for easy reference. This way when you open the binder the most current set of minutes will be on the top.

### **The Action Registry**

An Action Registry is very useful for an operational type meeting to keep track of the many actions that come out of each meeting. A formal meeting usually does not have many actions since they are

typically a decision-making meeting, but you can determine whether your formal meetings need a tracking tool for actions. If so, the action registry can be adapted for that purpose.

Once items on the action registry are completed they should be taken off the registry as this is not a history of actions, but a current tracking of actions. I usually leave the action on once it is completed just to show everyone it is done, but then remove it after the next meeting. The Action Registry should be sent to the participants with the meeting package so they can review and report back on the status of the actions. See Appendix F.

### Formal (or Semi-Formal) Meetings

A Board of Directors' meeting would be considered a formal meeting. The minutes are written in more formal language and the conduct of the meeting is very orderly and structured. I particularly like these types of meetings because they are very predictable as you know what is coming next and can prepare for it.

A senior management meeting can fall under semi-formal as well as operational, as it has elements of formality with high-level executives around the table and a formal agenda, but it is also operational in that it has decisions and actions.

For formal meetings you should have good familiarity with the governance of the meeting (often captured in a governance manual, which includes the by-laws of the meeting) and you should have a basic understanding of meeting rules such as Roberts Rules of Order or whichever rules your meeting follows. Depending on how closely your meeting follows these rules will determine how much you need to know about them. In our Board meetings, just knowing where they are and how to look things up is enough, but you may need to know more than that. A great resource is a website for Frequently Asked Questions about Roberts Rules of Order which can be found at this link <http://www.robertsrules.com/faq.html>.

Roberts Rules of Order is probably the best known rules of order, but they are not the only ones. Some others are *The Standard Code of Parliamentary Procedure*, *Kerr & King's Procedures for*

*Meetings and Organizations*, Thomas Erskin May's *Treatise on the Law, Privileges, Proceedings and Usage of Parliament*, and there are others. The main thing for the minute taker is to know which rules the meeting follows and to be familiar with them.

### Setting the Agenda

It is very important in a formal meeting to know which items need to be dealt with at each meeting such as approving the annual budget and the audit plan. This information can be found in the meeting governance manual (and the by-laws) and should be incorporated into a list of what needs to be dealt with and by when. Once you know the items that need to be on each agenda, you can use that as a guide to set the agenda. An example of a formal agenda can be found at Appendix G.

### The Look-Forward Agenda

The Look-Forward Agenda is a great tool so nothing is forgotten and items that need to be on the agenda for reporting and approval are not missed. It can be as fancy as you like or as simple as the example I have included in Appendix C, but the important thing is that it serves the purpose for which you need it. We have a graphics designer on staff and so have used small calendars and other graphics to show what is due in each quarter and it looks great and our Board loves it, but fancy formatting is not necessary.

You might also like to use a listing of what is required and put a little more detail for you as the meeting recorder to know what needs to be on each agenda and why (Appendix D). I actually use a combination of both. When my boss or the Chair asks what needs to be dealt with in that quarter, I pull out the fancy one so they can quickly see the information they need at a glance. The fancy one is also great when I want to show new board members what we do, but a more simple version would work just as well. The more practical version that lists out what is required to be reported on and approved at each meeting is the one I like to use. You don't have to spend a lot of time on the formatting for it to be effective, but you do have to spend the time going through the governance manual and by laws to find the items that require review and approval and put them on the list.

## The Consent Agenda

We recently started using a consent agenda and it has cut down on the time we use in the meeting to approve routine items such as the approval of the agenda and the previous minutes and other items that are on the agenda for information purposes. Previously we used to go through each item and then there were comments from the board members on the items and it took a lot of time. With the consent agenda, all the information is in the meeting package and requires the board members to read it ahead of time, but the time it saves in the actual meeting is well worth it. There is an excellent article from BoardSource on the consent agenda that I would encourage you to read if you are interested in this time-saving tool. It can be found at Appendix H.

Using the consent agenda changes what you put on the agenda and record in the minutes because one item is now taking care of several items for approval so you need to be clear what the consent agenda is approving, but the BoardSource article gives examples and is very clear on this. However, before you start using the consent agenda it needs to be presented to the board or your particular meeting group for approval to use it.

Below is an example of how this could be entered on the agenda:

<b>1.</b>	<b>CONSENT AGENDA</b>	<b>a. Acceptance of Consent Agenda</b>
		i. Acceptance of Agenda of April 21, 2016 <i>(Attached)</i>
		ii. Approval of Minutes of March 17, 2016 <i>(Attached)</i>
		iii. Patient Safety Report <i>(Attached)</i> <i>(For information)</i>

And here is an example of how it could be recorded in the minutes:

<b>1.</b>	<b>CONSENT AGENDA</b>	<b>The consent agenda was accepted as presented.</b> <b>Moved:</b> [Insert name] <b>Seconded:</b> [Insert name] <b>CARRIED</b> The following motions were included in the Consent Agenda: a) Acceptance of the Agenda of April 21, 2016 b) Approval of the Minutes of March 17, 2016
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## The Minute Template

As with the minute template for the operational meeting, a similar template can be used for the formal meeting. An example of a formal minute template can be found at Appendix I. Using a template saves so much time as you can pre-populate many of the items. Sometimes you will know what the language for the motion will be so that can be filled in ahead of time as well as the language for convening and adjourning the meeting and the headings for the various items that will be dealt with.

I have also included an example of a completed set of minutes which can be found at Appendix J.

## Attendance Sheet and Quorum

It is very important in the formal meeting that you keep track of who is in the room to make sure there is quorum at all times. Quorum is the number of people (and officers) who have to be at a meeting in order for it to be a legal meeting. If there is no quorum at a meeting, no decisions can be made. When you are arranging the meeting you should also have the required number for quorum in mind when picking a date because if some members are not available and quorum isn't met, the meeting cannot be held at that time.

Many times it is the job of the meeting recorder to keep track of attendance and bring it to the attention of the Chair if quorum is lost. The Corporate Secretary may also be the one who keeps track of quorum and, if so, you should prepare an attendance sheet for them to have at the meeting.

I usually make a copy of the attendance sheet for the Chair as well, for reference purposes only.

Quorum is very important because it is not a legal meeting if the right people (Chair and the appropriate number of board members) are not at the table. If there isn't quorum at a meeting, any decisions they make are not binding.

I have included an example of an attendance sheet at Appendix K. You will see that quorum in this particular meeting is 50% + 1 so in order to avoid having to do the calculations on the spot, you can do the math ahead of time and write it on the attendance sheet.

Quorum can also be affected if a member plans to leave the meeting early. If by the member leaving quorum will be lost, this needs to be brought to the attention of the Chair so they can ask the member to delay their departure until all votes are made. Whether it affects quorum or not, when a member leaves the meeting it should be noted in the minutes that “Mr. Brown departed the meeting, quorum was maintained” or “Mr. Brown departed the meeting, quorum was lost.” I don’t record it if a member leaves the room for a restroom break, but I do make a note they are out of the room and if a vote comes up, I raise my hand and bring it to the attention of the Chair, who will then wait for the member to return to call the vote.

Attendance should be marked as either Present, Regrets (or Excused), Guests or Absent. It is important in a formal meeting to record attendance in this way as many boards will determine if a member can remain on the board by their attendance. Some boards have a requirement that members have to attend the meeting unless they advise in advance that they cannot attend and give a valid reason, which would be recorded as Regrets. But if they just don’t show up (especially if they do it regularly), they would be marked as Absent and that might be a grounds for removal from the board.

### **The Minute Book**

Part of your responsibility as minute taker is to be the record keeper of the meeting so you will need to keep a minute book. It is a legal requirement to keep the signed minutes of your organization. When the auditors come in to do their audit, one of the first things they want is an original signed copy of the minutes. And if there are any legal proceedings the courts may ask for the signed minutes.

Some corporations have their minute books filed at a law firm for safe record keeping (there is a cost associated with this), while others have their minutes stored securely on site in binders. Whichever method your company uses, care should be taken to file the accurate signed minutes with the appropriate attachments. A chronological binder of minutes from past to present would be the easiest way to file them. This way when you open the binder the most recent minutes will be on top.

It is also a good idea to keep a scanned signed copy of the minutes and file it electronically as a corporate record. You should take this part of your job seriously. Your company is depending on you to be the keeper of the minutes.

### Record of Motions

A record of motions should also be kept. It can be as simple as an Excel spreadsheet with a numbering system for your motions so you can easily identify which minutes they were taken from.

For example:

**MOTION#: 01-11-16**

**MOTION # 01[Agenda Item Number]-11[Month]-16[Year]**

If there is more than one motion per agenda item, you can add an (a) or (b) to the Item number such as: MOTION# 01(a)-11-16.

For a motion for a Committee meeting, you can number it with the letter of the Committee meeting it comes from. For example, you could file the Finance Committee motions as 04F-11-16 or the Nominations & Governance Committee motions as 04NG-11-16, etc. This makes it very easy when going through the motion book to find the corresponding minutes and item where the motion was made.

A motion can either be drafted ahead of time or a board member can come to the meeting with a motion. Motions can do one of two things, they can either be carried (or passed) or failed, but both need to be recorded in the minutes. If the motion is not voted on, it does not need to be recorded in the minutes.

Although the seconder does not always need to be recorded, you will have to go by what your meeting has adopted. In our meetings we record the mover and seconder and then they vote and note whether it was carried.

Sometimes you will come across something called a resolution. A resolution is basically a motion dressed in fancy clothes. They accomplish the same thing, but a resolution is formal and is prepared

ahead of time so the Board has time to review it. In order to easily identify a resolution, it always begins with BE IT RESOLVED that. Once the resolution is voted on it is then incorporated into the minutes or can be attached to the minutes.

Both a motion and a resolution have to be recorded word for word. In formal meetings restate all motions in full.

### Record Time of Adjournment

As with the date, time and location, I indicate on the minute template in bold **[Insert time of adjournment]** to remind myself to put down the time the meeting adjourns. In a formal meeting a motion is required to adjourn a meeting if there is unfinished business. Otherwise, a motion is not required and the Chair can adjourn the meeting. Robert's Rules for Dummies has a link that explains this further. <http://www.dummies.com/how-to/content/roberts-rules-for-adjourning-a-meeting.html>

### In-Camera Meeting (aka Executive Session)

Sometimes a portion of the meeting will be called as in-camera, which means they are going to be discussing confidential or sensitive matters that only the meeting participants need to hear. If the Chair says this part of the meeting is in-camera, take your fingers off the keyboard, or put your pen down (turn your recorder off if you are using one). The meeting participants want to be assured nothing is being recorded. Sometimes the minute taker is asked to leave the room. You should record the time you left and the time you returned so you can record that an in-camera session was held and provide the times in the minutes.

At our board meetings I do not attend the in-camera portion of the meeting, but when I return to the meeting they tell me the decision that came out of the discussion and I record that for the minutes such as: An in-camera session was held with the following decision made.

It is usually the discussion that is confidential to the meeting participants, not the final decision that came out of it. An example of an in-camera meeting would be to discuss the performance of the

Chief Executive Officer (CEO). The minute taker would not need to be privy to the performance review discussions, but the decision that comes out of the discussion might be that the CEO's term is renewed to 2015, which could be recorded in the minutes. This will be up to the Chair whether they want anything recorded in the minutes.

At times an in-camera session will also be called at an operational type meeting. The same rules apply and you should not record this portion of the meeting, or they may ask you to leave the room for the in-camera portion and will call you back once the discussion is over.

### Teleconference/Videoconference Meetings

I have added this section because I have found there is often confusion about what type of meeting it is when it is held by phone or videoconference. When a meeting is held electronically it is the same as any other meeting and can either be operational, formal (or informal) or an in-camera meeting. The only difference from an in-person meeting is they are meeting electronically rather than in person.

Electronic meetings can sometimes be a challenge for the minute taker. If you don't recognize the voices of the participants, ask the Chairperson to advise the callers to identify themselves when speaking. The Chairperson should be diligent about this as the participants will undoubtedly forget. Signaling the Chairperson if you did not get the caller's name is appropriate.

When the minute taker arranges a teleconference they will also need to determine who the moderator is. In many cases the moderator is either the Chair or the minute taker. All the numbers required should be on hand before the meeting begins as well as how to mute the call and other instructions. If it is a videoconference that is being set up you should have the appropriate address on hand to connect and a test should be done ahead of time to ensure all is working. If you have an IT person in your organization, they can be your best friend when it comes to setting up a videoconference.

If the meeting is by teleconference, the minute taker should sit close to the speaker phone or Polycom so they will be able to hear the conversations clearly.

## Meeting Preparation

Being prepared is sometimes the difference between enjoying taking the minutes and dreading it. The better prepared you are the better your experience will be taking minutes.

### Ensure Meeting Space is Booked

This may seem obvious, but if you forget to book the space, your meeting will not happen. To secure the proper space you need to determine how many participants will be in attendance, and don't forget to include yourself in that number, as well as the Chair and any guests who may be invited to the meeting.

As the minute taker, you will require *lots* of space so I recommend you plan to take up a least two spots so you can spread everything out and not be too crowded. You also don't want the other meeting participants sitting too close to you to avoid having someone chatting with you during the meeting (and believe me it does happen) and so they don't look over your shoulder as you are taking the minutes. At my last Board meeting one of the Directors kept whispering things to me to arrange for him about his travel etc. and I had to really concentrate to make sure I didn't miss anything in the minutes. You are at the meeting for a purpose and you don't want to be distracted and miss what you are there to do.

You will also need to determine if you require audio visual equipment, speakers, Internet access, a teleconference phone, how you want your Boardroom table set up or whether a podium is needed. If you record the minutes on a laptop, will there be a presentation that requires a laptop as well? You will have to keep all these things in mind when you are booking the space leading up to the meeting date because if any of these things are not done you will notice all the meeting participants turning to look at YOU with a questioning look – so it is best to be prepared. I hope you are seeing how a checklist would be helpful to you at this stage. I am firm believer in checklists and have one for just about everything. Included on the checklist should be everything that you will need to do before the

meeting, what you need to bring to the meeting and what you need to do after the meeting. A checklist saves you from trying to remember everything each time.

### Review Previous Minutes

Take the time to review the previous minutes! This is very important. When you review the minutes you are looking to reacquaint yourself with the subject of the last meeting, to remind yourself of any action items that you might have, such as ensuring an item is put on the next agenda or following up with a meeting participant to remind them they are to make a presentation at the next meeting. You will also need to read them in preparation for your meeting with the Chairperson in order to set the next agenda.

Over time, as you review the minutes you will start to get a better understanding of the nature of the business that is being conducted and that will help you be better prepared each time you take minutes.

If this is your first time taking minutes then it will be especially important that you read at least the previous three sets of minutes to give you an idea of what will be discussed. If you know some of the language used, the participants' names and subjects discussed, you will go into that meeting with a bit of background and that will make your job just a little bit easier.

### Obtain Meeting Materials

In order to prepare the meeting packages for the participants, you will need a copy of the approved agenda, previous minutes and any handouts that the participants will need for the meeting and these will need to be organized in a way that will make it easy for the participants to follow along. Pages should be numbered and items separated by tabs or coloured paper. In the interests of the environment, if it is being printed it should be printed double-sided and in black and white if possible. If you are putting the materials in a binder, I would suggest putting each individual's name on the binder in case they set it down somewhere so it will be easily recognizable to them.

The minute taker is usually the person who needs to follow up to make sure all materials are received in order to put it in the meeting package. Set yourself reminders to do this and make sure you ask to have it well ahead of when you actually need it.

You should check your meeting by-laws or terms of reference to see when the participants need the materials by. Some meetings require the participants to have the materials two weeks in advance and others three-days in advance. Each meeting has different requirements and it is up to you as the minute taker to be aware of these requirements and to have the materials delivered to the attendees in time so they can review it and come to the meeting prepared.

I also **strongly recommend** that unless the handouts are lengthy financial statements, the minute taker read all of the materials to get a good idea of what will be discussed. You will not believe how helpful this has been to me at my meetings. I can now anticipate what the discussion will be and can concentrate on looking for the outcome of the discussion and taking down any actions or decisions that come out of it rather than trying to get a sense of what they are talking about – I will already know what they are talking about because I have read the background material! This is also helpful when recording the minutes because you can use the language from the handouts.

I would suggest for complex issues such as the audit or financial statements that you approach the people who will be reporting on these items to provide a brief summary for the minutes. If that is not possible, then I recommend you ask them to review those particular portions of the minutes to ensure what you reported is accurate.

Once you have the meeting packages put together, you will need to distribute them to the participants. Since we have gone electronic with our meeting packages, it was the easiest package I have ever had to put together – no more going around the table stuffing binders. Everything can be put in a PDF document with a table of contents created using the bookmark feature and it is a breeze. The meeting participants loved it and it saved me hours of prep time. Whether your meetings are electronic or not, this format is very good for teleconferences where you are emailing the meeting package to participants.

## Arrive Early

You should be the first to arrive at the meeting and the last to leave. There will be a lot of last minute things you need to do to get ready for the meeting so in order to avoid stress on yourself and the other meeting participants, arrive early. Before the meeting you should go over your checklist of things you need to have with you at the meeting and ensure that anything that needs to be set up has been and the tent cards have been placed at the assigned spots. If coffee and tea are being brought in, you should arrange that ahead of time. You should also do a test of any equipment you will be using to make sure it is working properly.

The Chairperson will be looking to you to let him or her know if there is quorum, that all required materials are available and that you are ready and prepared to start on time. It is therefore important that you be seated and ready before the meeting participants arrive.

## Determine Your Position

There are two very important people at a meeting –The Chairperson and the Minute Taker. It is said that if accurate minutes are not taken at a meeting then the meeting may as well have never happened. You cannot rely on memories as to what happened at a meeting – you need accurate minutes.

The Chairperson should be seated in a prominent place at the head of the boardroom table as he or she is the presiding officer of the meeting. The minute taker should be seated either on the left- or right-hand side of the Chairperson, with good eye contact with the Chair and in easy listening distance. I prefer sitting to the left of the Chair.

The Chair will normally introduce the minute taker or will ask for a roundtable of introductions. When it comes to your turn, speak up and confidently state who you are and what you will be doing at the meeting. Everyone in the room is happy that you are there so they can concentrate on the business of the meeting rather than trying to keep track of all the actions and decisions. The minute taker should not be afraid when necessary to speak up in a meeting, but this should be done with

discernment and when it is appropriate. I usually raise my hand and wait for the Chair to acknowledge me before speaking.

Depending on the size of the meeting, you and the Chairperson will need to determine what will work best for your group so you know who each participant is. As the minute taker, you have to be able to distinguish the participants for correct recording of who made a motion, who seconded it, etc.

A seating chart can be as simple as quickly hand sketching a map of where everyone is sitting, with initials beside it. You might also choose to distribute a sign in sheet to participants that will be distributed around the table and each participant can print their name.

I like to use tent cards, but you should make sure your tent cards are large enough to be seen at a distance. This is as much a help to the Chairperson and the other meeting participants as it is for you. All the people at the meeting may not know each other.

I usually go over the seating map with the Chairperson before finalizing it as he or she may have a preference as to where participants sit. You should place the tent cards on a slant towards where the Chairperson is sitting as it is important that the Chairperson know the names, but also so you can see them as well.

If you are organizing a meeting where the meeting participants are from different cities and they don't know each other very well, if at all, then I would suggest creating name tags. This is especially helpful for an all-day meeting where there will be a time of socializing during lunch or breaks and people are not sitting at their assigned seats. It is also helpful to put a label with the participant's name of their materials so it is easily identifiable if they set it down somewhere other than their assigned seat.

## Producing Minutes

### Electronic or manual:

You will need to decide if you are going to type the minutes electronically or handwrite them on a notepad. I have written about the benefits of using the minute template, but some people prefer to

take notes by hand. There are pros and cons to both methods. Since you type faster than you write if you take the minutes on a laptop, you tend to take down too much information. If you are writing the minutes you are limited in how fast you can write so tend to only take down what you need. A computer can malfunction whereas your notepad is not going to be corrupted or shut down on you. When you take minutes on a template format, certain areas can be pre-populated and the rest is like filling in the blanks, where handwritten notes have to be typed from scratch. It is also easier to decipher your typed notes. It is sometimes hard to make out your own handwriting when done in haste. If taking the minutes electronically, press Ctrl S (to save the document) regularly.

I prefer taking minutes on a laptop as I find it much faster and more convenient, but I always have a notebook and pen on hand in case of emergency. A few years ago, our offices were moved to a new space that had been newly renovated. I was taking minutes in a Finance Committee meeting and plugged my laptop in, but part way through the meeting my computer died. I quickly was able to grab my notebook and finish the minutes by hand. We later discovered that the electrical socket in the meeting room was not hooked up yet and I hadn't noticed that the laptop was running on the battery. I would not go to a meeting without my trusty notepad and pen as back up.

Our company IT person gave me a good tip and suggested if I was taking minutes on a laptop, I save the minutes to the desktop and work from those or use a memory stick and save it there. If the server has some downtime during the meeting, then you will not be affected since you are working offline.

### **Recording the Meeting (Audio)**

Not every group will want the minutes recorded by an audio device. If you plan on using a tape recorder, you should first check with the Chairperson to ensure they agree with it, and then you should announce before the meeting that it is being recorded for the purposes of the minutes and ask if everyone agrees to it. If someone does not agree, you should not record the minutes with a recorder.

Some participants are particularly sensitive to having what they say recorded on tape – celebrities, lawyers, politicians and high-level executives are a few I can think of. They don't want what they say to be splashed on the news or to get into the wrong hands. I would take care if you are recording minutes to erase the tape after the minutes are completed and to lock up the tapes until you have a chance to transcribe the minutes.

My personal preference is not to record the minutes on tape because then you not only have to spend the time in the meeting, which could be a full day, but you now have to listen back to the tape, which is like having to attend the meeting twice. However, I understand that others rely on it, but keep in mind minutes are not supposed to be an exact recording of what everyone said, but only a brief summary of what was discussed and the action or decision that came out of it. If you must use a recording device, do so with caution. You also don't want to rely too much on a recording. The recorder could run out of batteries mid-way through the meeting, the sound might not be the best quality or didn't pick up what someone said who sat at the other side of the room. In one of my webinar sessions, one of the participants emailed me to say just that and she was frantic that she wouldn't have everything she needed for the minutes.

#### **Draft to Chair - Within 24 hours**

You should have a draft of the minutes to the Chair within 24 hours, but you should start typing the minutes within two hours. I read somewhere that most people remember about 50% of what they hear immediately after a meeting. After one week this goes down to about 10%. Therefore, it is in your best interests to type the first draft of the minutes as soon as possible after the meeting. Block yourself some time in your calendar to do it. Drafting the minutes shortly after a meeting will help to put your notes in context as you will still be able to remember the discussions from the meeting. The staler the meeting is, the less sense your notes will make. I had a question at one of my webinars because the person took minutes at an evening meeting so wasn't always able to get right at it as it was then getting too late. I have completed minutes a day or two after a meeting and with experience and confidence sometimes you can do that, but they have been more difficult to do as I

didn't have my memory to fall back on for some context. If you are new to minute taking, I would recommend the sooner the better.

### Corrections to Minutes

If the previous minutes need to be amended, if you are using a laptop use track changes to show the change, or handwrite the changes on a hard copy of the previous minutes with a blue or red pen.

The corrected minutes will have to be given to the Chair for review of the changes. Once they are approved you can then print the minutes for signature and file them in the minute book.

When previous minutes are amended, you should not put the information as to why they are being amended in the minutes you are currently recording, just that the minutes were approved as amended. If you put the reason, then you are defeating the purpose of the amendment as it is now in these minutes. For example, if the correction was to have an employee's name struck from the minutes, then you shouldn't put in the minutes that Mary Smith's name is to be struck from the minutes or you now have the information in these minutes that you wanted out of the other minutes. As a note to yourself you can put in your meeting notes what needs to be amended and then the Chair can approve the amendments. You can find a reference to this in the Roberts Rules of Order FAQ, Question #16 at this link: <http://www.robertsrules.com/faq.html>

### Proofread

Proofreading your work is important, but I find is sometimes sadly neglected. There is nothing worse for me than reading minutes that are filled with typos. As with any document you should not only rely on Spell Check, but you should do a thorough proofread of the minutes.

- Check grammar and look for typos.
- Check the date and time on your meeting minutes. If you are using a template you might forget to change it to the new month, year and time.
- Check your motion numbers to make sure they are correct.
- Read the minutes over again to ensure they are accurate and make sense.

## Summary

To be as effective as possible we need to see ourselves as more than just the minute taker. You are a valuable member of the team you take minutes for. We may not know the subject matter as well as the other participants because that is not our expertise, but we should know how to take minutes. The team relies on the minute taker to take accurate minutes and to keep good records.

I hope this paper has eased your mind about minute taking. I remember when I was contemplating taking a job that required minutes, when I expressed doubt to the woman who was currently in the job, she told me if she could do it then I certainly could too. That made me see minute taking in a different light. It wasn't that some people are born with the ability to take minutes, but rather it is a skill that can be learned. I took that to heart and haven't looked back.

## Appendix A – Sample Terms of Reference

### Administrative Team Terms of Reference

The Administrative Team (AT) is committed to supporting the goals and objectives of the organization by providing professional administrative support while striving to exemplify [name of organization's] values to team members and work colleagues.

**Mandate:** The AT is responsible for providing professional administrative support. To do so, it will:

- work as a team to ensure the deliverables of the organization are met;
- provide support to team members as required;
- deliver high quality products; participate, make suggestions and provide education and sharing of expertise;
- provide a forum for its members to seek advice on matters of significant impact to the organization as it pertains to the discharge of their respective duties.

**Credo:** AT members believe and commit to: being present, on time and prepared for meetings; to vigorously debate and challenge issues for consideration *with a focus on finding solutions rather than problem identification*; to trust and learn from one another; to embrace risk while acknowledging the reality of failure as a learning experience; to accept and discharge their obligations as members in a fair, transparent and professional manner.

**Membership:** The AT shall be composed of the following:

- Senior Executive Assistant to the CEO (Chair)
- *Rotating AT members* (Recorder)
- Executive Assistant to the D/CEO (Alternate Chair )
- Facilities and Executive Office Administrative Assistant
- Administrative Assistant, Communications and Corporate Services (*Vacant*)
- Administrative Assistant, Research and Knowledge Exchange
- Administrative Assistant, Partnerships and Priorities

**Quorum:** Quorum shall be the Sr. EA to the CEO (or Alternate Chair) and at least three other members of the AT

**Meetings:** The AT will meet face to face on a monthly basis or at the call of the Chair. Divisional Updates will be sent to the team on a bi-weekly basis by email providing awareness, areas where we might need assistance and accomplishments/successes.

**Invitation of Staff:** The AT may choose to invite staff to any meeting for the explicit purpose of seeking their participation.

**Accountability and reporting:** All decisions will be recorded in the minutes and it is the responsibility of the appropriate AT member to undertake as decided. It is also the responsibility of individual AT members to follow up on any and all outstanding items they are responsible for. The Recorder is responsible for providing the Record of Decision to the Chair for review *within two business days*. Once approved, the Recorder will send the Record of Decision to the AT. Relevant information from

the Record of Decision will be communicated as required by the respective AT member to their Divisional team.

**Confidentiality:** All confidential matters discussed at AT are to remain confidential unless communicated as a decision of the AT. In-camera discussion may be requested and where appropriate, decisions made at that time are to be recorded in the Record of Decision.

## Appendix B – Operational Agenda

[COMPANY LOGO]

### Agenda

Senior Leadership Team Meeting

[Insert date, time and location]

Attendees:

Regrets (Excused):

Absent:

Guests:

Recorder:

1. Acceptance of Agenda
2. Approval of Previous Meeting Minutes
3. Business Arising: *(Brief updates on items in the previous minutes)*
4. New Business
5. Staff Communication

Additional Recurring Agenda Items

[This section can be for items that recur on a regular basis such as:]

- Quarterly review of Strategic Directions and Objectives (prior to each Board meeting)
- Annual Report development (March, May, August)
- Annual review of policies (fiscal year end)
- Review of financial statements *(after 10 business days each month)*
-

### Appendix C – Look-Forward Agenda

Anything that is required to be approved or dealt with at the meeting should be on the Look-Forward agenda.

Items	Q1	Q2	Q3	Q4
<b>Financial Matters</b> <ul style="list-style-type: none"> <li>• Review and approve annual budget</li> </ul>				X
<b>Strategic/Business Planning &amp; Budget</b> <ul style="list-style-type: none"> <li>• Review and approve annual strategic and business plan</li> </ul>				X
<b>Audit Requirements</b> <ul style="list-style-type: none"> <li>• Approve appointment of auditors and their fees</li> <li>• Approve audited financial statements and report</li> </ul>			X	X
<ul style="list-style-type: none"> <li>• Receive and approve reports of Chairs of Committees</li> </ul>	X	X	X	X
<ul style="list-style-type: none"> <li>• Participation in Chair and CEO Review Process</li> </ul>	X			

## Appendix D – Look-Forward Agenda Working Document

<b>First Quarter - Q1 (April, May, June)</b>
<i>In-Camera:</i>
<ul style="list-style-type: none"> <li>• Table CEO Performance Review</li> <li>• CEO matters [standing item]</li> </ul>
<i>Regular Board items:</i>
<i>Action items from previous minutes are to be added to the agenda under Business Arising</i>
Approve Audited Statements and Management Letter ( <i>Motion required</i> )
Annual Alumni (In-person) Chair Report/Alumni Update ( <i>Alumni Chair to present Alumni activities to the Board on an annual basis where the location chosen is most economical</i> )
SD Q1 Status Report ( <i>Review the results achieved by management against mission, strategy and annual objectives</i> )
Review Previous Year Budget to Actual ( <i>For information only</i> )
Report on Board Professional Development
<b><u>Committee Meetings:</u></b>
<b><u>Executive Committee</u></b>
CEO Performance Review
Updates from Committee Chairs
Report on Board Professional Development <i>(The Chair shall at each Board meeting report on the professional development opportunities authorized. Each Board member participating is required to provide a written summary to the Chair prior to the next Board meeting in order that the Chair can report to the Board).</i>
<b><u>N&amp;G Committee</u></b>
Composition of the Board
<ul style="list-style-type: none"> <li>• Board Vacancies (<i>if any</i>)</li> <li>• Membership Terms</li> <li>• Committee membership</li> </ul>
Annually Oversee Evaluation of the Board <i>(Make recommendations to the Board arising out of the results of these evaluations)</i>
<b><u>Finance Committee</u></b>
Review Previous Year Budget to Actual ( <i>For information only</i> )
<b><u>Audit Committee</u></b>
Approve Audited Statements (which includes Auditor’s report) and Management Letter ( <i>Motion required</i> )
<b>Note: Audit Commences May 1</b>
Auditors present to the Audit Committee

You can do something like this for each quarter, entering the items that need to be dealt with and include any notes to remind yourself what you need to do.

**Appendix E – Operational Minute Template**

[Company Logo]		MINUTES (or RECORD OF DECISION) [Name of Meeting] [Insert Date and Time] [Insert Location]		
Participant Names:		Regrets:	Absent:	Guests:
Recorder:				
The meeting was called to order at [Insert Time]				
#	Topic and Discussion	Decision/Action	Responsible	Key Date
1.	Acceptance of Agenda			
	The agenda was accepted as presented [or amended/corrected].			
2.	Approval of Previous Meeting Minutes			
	The minutes were approved as presented [or amended/corrected].			
3.	[Insert Items in the same order as on the Agenda]			

The meeting was adjourned at [Insert Time]

*Whether operational minutes need to be signed will depend on how formal your meeting is. At each meeting the minutes from the previous meeting are reviewed for approval and that might be a sufficient record of sign off.*

### Appendix F - Action Registry

Action #	Action	Person Responsible	Due Date	Completed
	<i>Items from June 2 meeting</i>			
1.	To distribute document on drinking and driving to the Divisional teams	J. Quinn		
2.	To review options regarding release of alcohol tax paper and provide team with views	C. Albert	June 10, 2013	
	<i>Items from June 16 meeting</i>			
3.	To contact new minister of intergovernmental affairs regarding northern crisis	J. Lavictoire		COMPLETED
	<i>Items from June 30 meeting</i>			
	To check availability of Mr. Brown to speak at the February Board dinner	R. Brown		

## Appendix G – Formal Agenda

[Company logo]

### AGENDA

Board of Directors' Meeting

[Insert date, time, location]

8:30 a.m. In-Camera Session (or Executive Session)

9:00 a.m. Regular Meeting

#### Tab

1. **Acceptance of the Agenda** (*Motion required*)
2. **Approval of Minutes** (*Attached*) (*Motion required*)
3. **Business Arising** (*From previous minutes*)
4. **Committee Reports**
  - a) **Executive Committee Report**
    - Tabling of Minutes (*Attached for information*)
    - Annual Report (*Attached*) (*Motion required*)
    - Report on Board Professional Development (*Attached*) (*For information*)
  - b) **Nominations & Governance Committee Report**
    - Tabling of Minutes (*Attached*) (*Unapproved - For information only*)
    - Board Vacancy Update (*Attached*) (*For review and decision*)
    - Committee Membership (*Attached*) (*For review and decision*)
  - c) **Finance Committee Report**
    - Tabling of Minutes (*Attached*) (*Unapproved – For information only*)
    - Tabling of Financial Statements for September 30, 2008 (*Attached*) (*For review*)
  - d) **Audit Committee Report**
    - Tabling of Minutes (*Attached*) (*Unapproved – For information only*)
    - Approval of Audit Report (*Attached*) (*Motion required*)
  - e) **Report of the Corporate Secretary**
    - Report from Chair of Alumni (*Attached*) (*For information*)
5. **Chief Executive Officer's Report**
  - Strategic Directions Second Quarter Update (*Attached*) (*For information*)
6. **Adjournment**

Appendix H – Consent Agenda (BoardSource)

See attached



Formerly the National Center for Nonprofit Boards

# **THE CONSENT AGENDA: A TOOL FOR IMPROVING GOVERNANCE**

BoardSource wishes to thank Mary Carole Cotter, W.K. Kellogg Foundation; James P. Joseph, Arnold & Porter LLP; David Nygren, Mercer Delta Consulting; and James E. Orlikoff, Orlikoff & Associates, Inc., for sharing their professional insights and expertise on this document.

Information and guidance provided in this document is provided with the understanding that BoardSource is not engaged in rendering professional opinions. If such opinions are required, the services of an attorney should be sought.

## **MEETING CHALLENGES, CHALLENGING MEETINGS**

Nonprofit leaders have the daunting task of delivering on their missions — feeding the hungry and healing the sick, educating the young and entertaining the community, preserving the environment and protecting human rights, accrediting professionals and setting industry standards. With an abundance of obstacles and possibilities at every turn, boards need to spend their scarce time wisely.

Board meetings are the ultimate venue for executing the complementary responsibilities of oversight and strategy. Collectively, the board must satisfy legal requirements and provide programmatic, financial, and ethical oversight. As strategists, board members shape the future of the organization. Equally important — but often overlooked — board meetings bring together the governing body that is responsible for the organization's health and sustainability. As allies with the chief executive in pursuit of the mission, board members must be well informed about the opportunities and challenges facing the organization and ensure that the organization has appropriate strategies, plans, and resources to meet them.

As a practical matter, duly-called meetings are the main mechanism through which boards make *organizational* decisions. Often, meetings are the only time when the board as a whole gets together to execute its *governing* responsibilities. For these reasons, board meetings are precious times, indeed. More often than not, however, nonprofit board members find themselves in meetings that are filled with the least interesting and least challenging issues. Many board members and chief executives struggle to make board meetings valuable to the organization and the individuals in attendance.

A *consent agenda* can turn a board meeting into a meeting of the minds around the things that matter most. A consent agenda is a bundle of items that is voted on, without discussion, as a package. It differentiates between routine matters not needing explanation and more complex issues needing examination. While not difficult to use, a consent agenda requires discipline in working through the following seven steps:

1. Set the meeting agenda
2. Distribute materials in advance
3. Read materials in advance
4. Introduce the consent agenda at the meeting
5. Remove (if requested) an item from and accept the consent agenda
6. Approve the consent agenda
7. Document acceptance of the consent agenda

With a consent agenda, what might have taken an hour for the board to review, takes only five minutes. Because it promotes good time management, a consent agenda leaves room for the board to focus on issues of real importance to the organization and its future, such as the organization's image and brand, changing demographics of its constituents, or program opportunities created by new technology. This BoardSource white paper offers guidance on how to use consent agendas to improve board meetings and, in turn, the overall quality of governance.

## WHAT DOES — AND DOES NOT — BELONG ON A CONSENT AGENDA?

In setting the board meeting agenda, the board chair and chief executive recommend what items warrant full board discussion. While their best guess sets the agenda, all board members have an opportunity in the board meeting to “second guess” that preliminary decision and remove items from the consent agenda for discussion.

### COMMONLY FOUND ITEMS

Items commonly found on consent agendas include:

- Minutes of the previous meeting. There is no need to read the text of the minutes of a previous board meeting at a current one.
- Confirmation of a decision that has been discussed previously. Some decisions may need a final administrative touch before the board can vote on them. After such details are resolved, the board may vote on the item via consent agenda at the next meeting.
- Chief executive’s report. To the extent that the chief executive does not have items other than those provided in a written memorandum to the board, the chief executive’s report can be assigned to the consent agenda. However, chief executives who prefer to use a few minutes of the board meeting to draw attention to a particular issue outlined in the memorandum should exclude their report from the consent agenda.
- Committee reports. Committee reports often contain important information and sometimes recommendations for board approval or resolution. To the extent that such matters do not need discussion and are supported by written materials provided ahead of the board meeting, they may be better assigned to the consent agenda.
- Informational materials. To educate members about the organization, staff provides the board with reports and documents that do not require any action. These might include human resource policies, statistics on compensation levels in similar local organizations, a copy of the IRS Form 990 before it is filed, or a real estate analysis of the local market. However, if these materials relate to discussion items, they should be included as a part of that agenda item rather than placed on the consent agenda.
- Updated organizational documents. Organizational documents periodically need to be updated. Rather than waste meeting time, updates — such as typographical errors in a document that requires board approval, new dates or locations for board meetings, changes to the organization’s name or address in legal documents, revisions to the bylaws after changing the title of the chief staff officer — may be added to the consent agenda.

#### TIP BOX

To test whether an item should be included in the consent agenda, ask

- ☑ Is this item self-explanatory and uncontroversial? Or, does it contain an issue that warrants board discussion?
- ☑ Is this item “for information only”? Or, is it needed for another meeting agenda issue?
- ☑ Do we need to confirm a previously discussed issue? Or, do we need to continue the discussion?

- Routine correspondence. The board may need to sign standard letters to donors, renew major vendor contracts (whose terms have already been renegotiated), or confirm a conventional action (such as opening a bank account) that requires board approval as stated in the bylaws.

## INAPPROPRIATE AND QUESTIONABLE ITEMS

Consent agendas should be crafted with care since the items are not discussed by the board. **They should not be used to hide important issues or stifle difficult discussions.** The following items warrant close consideration when determining if they belong on the consent agenda:

- Audit. The board is responsible for hiring an auditor and overseeing that the auditor's recommendations are properly implemented. The auditor's report is a key financial document and should *never* become a consent agenda item. Ideally, the full board's consideration of the audit should include an opportunity to discuss the findings with the auditors without any staff present.
- Financial reports. On the one hand, if the financial report is uneventful, it may be appropriate to include it on the consent agenda. On the other hand, if it covers important topics, raises questions, or needs emphasis, it may be better handled as a separate item. Needless to say, consideration and approval of the annual budget should never be included in the consent agenda since it represents a major opportunity for the board to understand and discuss management's proposed resource allocations and operating plans.

Deciding to put a financial report on the consent agenda may also be influenced by the financial acumen of all members of the board. Boards with only a few financially astute members should exclude financial reports from the consent agenda. This allows for a discussion of the financial reports to educate board members about the organization's financial health, thereby ensuring that they fulfill their fiduciary duties.

### TIP BOX

Another way for the board to monitor financial performance — without having financial reports consume every board meeting — is to delegate certain duties to the finance committee, such as working closely with the financial staff and reviewing *monthly* financial statements in committee meetings. *Quarterly* financial reports may then be elevated to a special status and discussed thoroughly during full board meetings.

While the finance committee may be charged with monitoring the financial performance, the full board is responsible for the financial health of the organization and should be directly involved in assessing financial matters, especially if the organization is undergoing change.

- Executive committee decisions. Even if an executive committee has authority to act on behalf of the board under certain circumstances, its decisions must still be confirmed by the full board. Executive committee decisions that are routine and procedural are ripe for a consent agenda. If the issue has broader implications — be it an emergency or a major strategic decision — the rest of the board needs to understand the background, rationale, and ramifications. These latter executive committee decisions should not be on the consent agenda; rather, they should be handled as separate discussion items, with the full board receiving appropriate information before confirming the decision.

**TIP BOX**

While executive committees operate in a myriad of ways, they are ultimately accountable to the full board. Executive committees sometimes overstep their authority and make decisions on behalf of the full board. This may happen when the committee meets regularly and, to save time during board meetings, presents decisions matter-of-factly to the rest of the board for approval. Or, by broadly defining what constitutes an emergency or unusual circumstance, the executive committee may usurp the full board's authority. Involving the board in the final confirmation of executive committee decisions sends a clear message that each board member bears responsibility for the organization.

## SEVEN STEPS TO USING A CONSENT AGENDA

Consent agendas offer the opportunity to convert board meetings from boring recitations into active discourses by freeing up scarce meeting time for genuine board discussion of critical issues, emerging opportunities, and forward-looking plans. Chief executives and board members who use consent agendas speak glowingly of their impact on organizational decision making and board-staff solidarity. They appreciate the fact that their limited time is used well and that conversations in the boardroom are productive. The following seven steps outline how to use a consent agenda successfully.

1. Set the meeting agenda. Together, the board chair and the chief executive identify what issues should be at the heart of the meeting and what other items need to be addressed. They then assign routine reports to the consent agenda and create adequate time for more substantive discussions. This challenging but valuable exercise enables the board chair and chief executive to focus the board on organizational priorities.
2. Distribute materials in advance. All items included on the consent agenda must be supported by documents that enable board members to make informed decisions. The chief executive sends materials supporting items on the consent agenda to the board sufficiently in advance of the meeting to permit review. Committees and staff may also have to circulate memoranda summarizing committee actions.
3. Read materials in advance. Preparation is an absolute prerequisite for using a consent agenda. Board members must read materials ahead of the board meeting so that they are prepared to ask questions about items on the consent agenda or to vote their approval. While this may require additional effort from board members, it results in more productive meetings and therefore more satisfied and engaged board members.
4. Introduce the consent agenda at the meeting. The consent agenda is usually listed as the first item on the board meeting agenda (See Appendix: Sample Board Meeting Agenda). The

**TIP BOX**

To ensure that the board carries out its fiduciary obligations, the chief executive may want to gently remind board members to pay particular attention to items on the consent agenda and encourage them to ask questions *in advance* of the meeting, especially if their questions are factual. A quick call to the appropriate person — the chief executive, lead staff person, board chair, or someone else — before the meeting can clarify small matters of fact. If their concerns are substantive, they should voice them at the start of the meeting. The item should then be removed from the consent agenda and added to the meeting as a discussion item.

board chair notes the items on the consent agenda and asks if any board member wishes for an item to be removed. This is the final moment for board members to raise their concerns.

5. Remove (if requested) an item from and accept the consent agenda. If a board member has a question, wants to discuss an item, or disagrees with a recommendation, he or she should request that the item be removed from the consent agenda. Without question or argument, the board chair should remove the item from the consent agenda and add it to the meeting agenda for discussion. If a board member needs to abstain from voting on a particular item in the consent agenda, he or she can make this explicit ahead of time and the item need not be removed.
6. Approve the consent agenda. If no one requests that an item be removed from the consent agenda, a simple unanimous yes vote is needed. The chair asks the board for a motion to approve the consent agenda in its entirety. After a motion and a second, the chair asks the board for its approval of the consent agenda. The board votes on the consent agenda items as a whole. The vote will, of necessity, be unanimous since any disagreement with an item should have been expressed earlier and the item removed from the consent agenda.
7. Document acceptance of the consent agenda. The minutes, circulated after the meeting, state that the consent agenda was approved unanimously and indicate which, if any, items were removed and addressed separately. All supporting materials should be saved with the agenda to demonstrate the information on which the board based its decision.

**TIP BOX**

- ☑ One way to remind board members that certain items on the consent agenda require board approval, and hence a vote, is to mark them “for approval.” This helps distinguish between items on the consent agenda that are informational from those that require board action.
- ☑ “Just a quick question” is not an option when using a consent agenda. Either an item is removed and discussed or it stays put. This places the burden of facilitation on the board chair to be disciplined about stopping discussion and removing items from the consent agenda.
- ☑ To help the board track decisions, the minutes should itemize specific resolutions included in the consent agenda. For example, the meeting minutes might read: “There being no objections, the consent agenda was moved, seconded, and unanimously approved. The consent agenda included the following resolutions: [approve minutes from Month, Day, Year meeting; approve filing of the IRS Form 990 as presented; etc.]” This helps ensure that the minutes are complete and prevents problems should the attachments become separated at a later date.

## **CHALLENGING MEETING PRACTICES**

### **BREAKING WITH TRADITION**

As a meeting management tool, a consent agenda is markedly different from traditional agendas that are highly standardized and structured. Rather than the “old business, new business” approach that emphasizes reports on past performance, a consent agenda energizes board meetings and creates space for deep and forward thinking on the organization’s most important challenges, be it assessing the impact of a particular program, identifying new sources of

revenue, or examining the board's composition. A consent agenda also imposes different expectations on all parties. To be effective, it must be understood and accepted by everyone at the meeting.

Moving to a consent agenda may cause consternation because it requires a change from standard operating procedure and sometimes seems to minimize traditional board responsibilities and rituals. First, some board members (and lawyers) may worry that a consent agenda prevents the board from exercising its fiduciary duties. Nothing could be further from the truth. Used properly, consent agendas facilitate board focus on the things that matter most. A consent agenda is not an excuse to cover up important issues; rather, it is an invitation to explore them deeply.

Second, board meetings are often filled with oral presentations of committee updates as a way to showcase work done by committee chairs and members between meetings. Recognizing valuable work by volunteers encourages their continued participation, but the cost of spending board meeting time on purely symbolic matters is too high a price to pay. Instead, the chief executive and board chair should identify other ways to thank committee members for their hard work.

### **COLLABORATING FOR SUCCESS**

Using a consent agenda requires true collaboration between the board and the chief executive. Both must do their homework in preparing for the meeting, from setting the agenda to providing materials to facilitating discussions. Chief executives rely on board meetings to handle mandatory business and to educate board members about the organization's programs. Astute executives treat meetings as valuable "kitchen cabinet" gatherings to engage smart, knowledgeable, passionate individuals around the issues that matter most to their organizations. The efficiencies of a consent agenda give executives more time to engage the board in thinking and talking about the organization's mission, programs, and impact.

Together, the board chair and chief executive need to think strategically about what contributions board members can make to issues facing the organization and how to present matters for their consideration. They need to be clear about the intended purpose of each item *not* on the consent agenda. It may be approval of a recommendation, guidance and advice, or brainstorming. Such clarity about the purpose of the item reduces the likelihood that board discussion will result in an extraneous task list for the chief executive or micromanagement by the board.

#### **TIP BOX**

Change is demanding. It requires open-mindedness and flexibility from those affected by the change. As with any new organizational process, the decision to adopt a consent agenda should be made thoughtfully and with a solid understanding of the ramifications of the change. The following steps can help the board adopt a consent agenda without major obstacles:

1. Discuss with the board the benefits of a consent agenda and get the board's support.
2. Create a cheat sheet on how a consent agenda works.
3. Outline criteria for what can and what cannot be included on the consent agenda.
4. Ease into the process. Start with obvious, clear items on the consent agenda.
5. Ask the board how the new meeting structure is working.
6. Fine tune meetings and materials as necessary.

Because a consent agenda frees up meeting time for a different kind of discourse, it requires a different kind of meeting facilitation. The board chair may need to learn tips and techniques for facilitating less structured, more active group discussions. The board chair may need to approach meetings differently — as a focus group, as a debate about the pros and cons of an issue, as a creative idea-generating session, as a time to troubleshoot thorny problems. To make the most of these free-ranging discussions, the board chair will need to exert appropriate discipline without discouraging participation, or the benefits gained from the consent agenda may be lost.

**TIP BOX**

Meeting facilitation does not come naturally to all board chairs. The following techniques can help board chairs use an interactive approach to running meetings:

- ☑ **Silent Starts.** Before starting a major discussion, ask each board member to write down the most important question the board should consider on a sheet of paper. Collect and redistribute the responses. Then, have board members read each others' responses out loud.
- ☑ **Counterpoints.** Randomly assign two or three board members to make the most powerful arguments *against* the recommendation under consideration.
- ☑ **Breakouts.** Divide the board into small groups and have each group brainstorm questions, identify key issues, or propose alternatives to the issue at hand. Then, have each group present its conclusions to the full board.

## **THE ULTIMATE BENEFIT: BETTER BOARD PERFORMANCE**

It's worth repeating: The main purpose of a consent agenda is to liberate board meetings from administrative details, repetitious discussions, and misdirected attention. The main benefit is better governance. Consent agendas allow the board to regularly dig deeper on strategic issues rather than take a superficial pass on a lot of issues. Traditional board meetings often focus on the past, learning about activities and results that occurred since the last meeting. Board members listen, ask for explanations, and seek assurance that staff has thought of everything. This leaves limited opportunity to focus on the future – how the community is changing, what programs will be most valuable, and ways the organization may need to evolve to best fulfill its mission.

The organization benefits from better decisions, more engaged board members, and greater impact when the chief executive and the board operate as strategic allies. The consent agenda removes one of the obstacles — limited time — to engaging the board meaningfully. With a consent agenda, the board is positioned to become an active participant in exploring the opportunities and challenges the organization faces today and in the future because routine business is handled efficiently. Board meetings become filled with open and robust debate around what matters most. Chief executives hear different perspectives about critical issues and in the process they can ensure the board is knowledgeable about, and supportive of, key initiatives. Board members, in turn, feel that their time is well spent; they feel valued and satisfied.

## **APPENDIX: SAMPLE BOARD MEETING AGENDA**

### **Board of Directors Meeting ABC Organization**

Monday, January 2, 200X  
1234 Main Street, Suite 56  
City, ST 78910

#### **8:30 a.m. – 9:30 a.m. Full Board Executive Session**

- Chief Executive Assessment: Feedback and Approval of the 200X Process      TAB 1

#### **9:45 a.m. – 3:00 p.m. Board Meeting**

**9:45 – 9:50    Welcome and Chair’s Remarks**

**9:50 – 10:00    Consent Agenda**

- Minutes of the December 1, 200X Meeting      TAB 2
- President’s Report      TAB 3
- Planning and Development Task Force Update      TAB 4

**10:00 – 2:15    Strategic Discussions: Presentations and Feedback**

10:00 – 11:45 Strategic Plan: Measures of Success      TAB 5

[Noon — Buffet Lunch]

12:30 – 2:15 New Markets Strategy: Implementation Plan      TAB 6

**2:15 – 2:45    Governance Committee: Discussion Items      TAB 7**

- Bylaws
- Board Member Recruitment

**2:45 – 3:00    Closing**

Appendix I – Formal Minute Template

MINUTES OF THE [INSERT NAME] BOARD OF DIRECTORS

[Insert date, location and time]

<p><b>PRESENT:</b>  <b>BOARD MEMBERS</b>                  [Insert name], Chair                  [Insert name]                  [Insert name]                  [Insert name]                  [Insert name]                  [Insert name]  <b>EX-OFFICIO MEMBERS</b>                  [Insert name] – Chief Executive Office                  [Insert name]  <b>STAFF MEMBERS:</b>                  [Insert name] – Deputy                  Chief Executive Officer</p>	<p><b>REGRETS (OR EXCUSED):</b>                  [Insert name]</p> <p><b>ABSENT:</b>                  [Insert name]</p> <p><b>GUESTS:</b>                  Director of Finance <i>(for Finance item only)</i>                  Alumni Chair <i>(For Alumni Report only)</i></p> <p><b>RECORDER:</b>                  [Insert name]</p>
<p>An in-camera meeting was held at 8:30 a.m.</p>	
<p>The meeting was called to order (or convened) at [Insert time].</p>	
<p><b>1. Acceptance of Agenda.</b> [Or a Consent Agenda can be used and items such as acceptance of agenda and approval of previous minutes etc. can be handled under the Consent Agenda] MOTION                  # 01-06-16: That the Board accepts the Agenda for the meeting of June 28, 2016, as presented.</p> <p style="text-align: right;">Moved: [Insert name]                  Seconded: [Insert name]                  CARRIED</p>	
<p><b>2. Approval of Minutes</b>                  MOTION # 02-06-16: That the Board approves the Minutes of the meeting of March 4, 2016, as presented.</p> <p style="text-align: right;">Moved: [Insert name]                  Seconded: [Insert name]                  CARRIED</p>	
<p><b>3. Adjournment</b>                  There being no further business the meeting was adjourned at approximately [Insert time].</p>	
<p>NOTES APPROVED BY:</p> <p>_____</p> <p>[Name], Chair</p>	<p>_____</p> <p>[Name], Corporate Secretary</p>

I hope you can see that by preparing your template ahead of time, you are making your job much easier as much of the minutes can be prepopulated.

Appendix J –Sample Formal Completed Minutes

Nominations & Governance Committee Meeting

June 9, 2016 at 1 p.m. EST

By teleconference [Insert Dial in information and participant code]

**PRESENT:**

B. Brown, Chair  
R. Bradley  
J. T. Franks  
S. Steal

**STAFF:**

M. Pound - Chief Executive Officer  
P. Robb – Executive Assistant, Recorder

**REGRETS:**

E. F. Bradson

The meeting was convened at 1 p.m.

**1. Acceptance of Agenda**

MOTION #01N-06-11

To accept the agenda of June 9, 2016, as presented.

Moved: J.T. Franks Seconded: CARRIED S. Steal

**2. Approval of Minutes**

MOTION #02N-06-11

To approve the Minutes of March 28, 2016, as amended.

Moved: J.T. Franks Seconded: S. Steal  
CARRIED

**3. Board Vacancy**

It was noted that E.F. Bradson’s last term ends on June 20, 2016. He is to be recognized at the Board dinner on June 13, 2016 and presented with a bronze statue.

The Committee reviewed the list of interested candidates for the Board vacancy. Discussion ensued and it was agreed that interviews will be scheduled as soon as possible with the intent to appoint a board member by the fall meeting.

**4. Committee Membership**

S. Steal agreed to sit on the Audit Committee until the full complement of members is appointed to the Board. At that time, this item will be brought to the Chair of the Audit Committee to appoint another member in order that it is dealt with quickly.

**5. Maternity Leave Policy**

The Maternity Leave Policy was brought to the Committee for its annual review. It was noted the Board approved the policy in June 2015 as amended to include adoption benefits. This additional benefit has been well received by staff.

**6. Other Business**

No further items were brought forward for discussion.

**Adjournment**

There being no further business, the meeting was adjourned at 1:30 p.m.

[A motion is required to adjourn a meeting if not all the business was dealt with otherwise no motion is required (Please consult your own meeting rules for further clarity)]

MINUTES APPROVED BY:

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B. Brown, Chair

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P. Robb, Corporate Secretary

Appendix K – Attendance Sheet

Quorum 50%+1 = 5					
	PARTICIPANT NAME (or initial)	PRESENT	REGRETS	ABSENT	NOTES
1	[insert name], Chair	X			
2	[insert name], Treasurer	X			
3	[insert name], Committee member		X		
4	[insert name], Committee member			X	
5	[insert name], Committee member	X			
6	[insert name], Committee member	X			
7	[insert name], Committee member	X			Left meeting at 2, quorum still maintained
8	[insert name], Committee member	X			

## Appendix L – Tips for Minute Takers

- Use complete sentences
- Prepare first draft of your notes within 2 hours. Review, edit and present Chair with final draft within 24 hours (*the second time read with a critical eye for content (does it make sense), grammar, spelling, punctuation and formatting*)
- Schedule time in your calendar to transcribe the minutes
- Names of people, organizations and places referred to in minutes should be checked for accuracy. You should also be consistent in how you refer to the meeting members. For example if you have their name written as R. Brown in the attendance record of the minutes, whenever you refer to them throughout the minutes, you should still use R. Brown.
- Acronyms should be spelled out on first use followed by the acronym in brackets (*i.e. World Health Organization (WHO)*) then the acronym can be used afterwards
- **Read materials in meeting package so you are prepared ahead of time for what will be discussed at the meeting**
- Create a meeting template from the final agenda (*ie. Agenda can be set up in portrait and minutes in landscape with a space for text*)
- Prepare an attendance sheet with names of meeting participants and check off as people come in and/or depart the meeting
- Do not use *-th, -st, -nd* and *-rd* (ordinal suffixes) on numbers in minutes, including dates
- Do not use contractions in minutes (*we've, I'm, didn't, wouldn't, isn't, don't* etc.). You should spell the words out.
- Avoid the use of *we, you, they, them* or *their* as much as possible in the minutes. Minutes are not personal, but are a reporting of what happened.

### Examples:

The Directors recommended **we** use the current process until the new Production Manager is hired.

**Better:** The Directors made a recommendation to continue using the current process until a new Production Manager is hired.

**They** are to make the changes and report back at the next meeting.

**Better:** Changes are to be made by the Directors and reported on at the next meeting.

- Anything handed out at the meeting and not distributed in the meeting package should be attached to the minutes. Reference should be made in the minutes that a copy is attached. (*i.e. A draft policy was handed out at the meeting and is attached to these minutes*)
- If taking minutes electronically, mute sound on computer

### Handy phrases

The Director *provided* the participants with a proposed invitation list (*rather than 'gave' the participants*)

The Chair *raised* the issue (*rather than 'brought up' the issue*)

The Chair *introduced* the topic

A presentation was made by/There was a presentation on

Following the presentation there was discussion and questions/There was discussion and questions following the presentation

Discussion ensued/Discussion and questions ensued/There was discussion/Discussion occurred

There was discussion and the following points were made:/The following points were discussed:  
(then list in bullet form)

There was agreement on/The members agreed/It was determined

The document was tabled

The Chair indicated/The Chair noted/It was noted

The policy was approved subject to the following changes

Members were encouraged to

This item was deferred to the next meeting

This item was not discussed (when an agenda item is skipped over)

There was nothing to report under this item.

The document was tabled for review and discussion

The Treasurer provided a summary of the financial statements that were included in the meeting package. Or, the Treasurer provided a summary of the financial statements, which are attached to these minutes (If it was handed out at the meeting)

The Director of Human Resources reported on the new hiring practices of the firm

The Chair reviewed the briefing note with the Committee and discussion ensued

Record when someone leaves the meeting early. For example: P. Robb departed the meeting. Quorum was lost or P. Robb departed the meeting. Quorum was maintained [When someone leaves a meeting it should be recorded in the minutes to ensure there is quorum at all times] If they depart for a short time (restroom breaks) you should just make a note of it for yourself to make sure you still have quorum and if a vote comes up and they are not back you will need to let the Chair know quorum has been lost. These short absences do not need to be recorded in the minutes, just when a meeting member leaves the meeting.

There being no further business, the meeting was adjourned at [insert time]/The meeting was adjourned at [insert time]

### **Types of meetings**

Formal

Operational

In-camera (Executive Session)

Teleconference/Videoconference

### How to list attendees

**Participants** are those who attend the meeting

**Regrets (or Excused)** are participants who advised you ahead of time that they would not be able to attend the meeting

**Absent** are participants who did not show up for the meeting and did not provide notice

**Guests** are those who are invited to the meeting and are not a regular participant

The minute taker can be listed as the **Recorder** or the **Minute Taker**

### What to record in the final minutes?

A sentence (*or two*) for context and whatever the outcome of the discussion is (Decision or Action). Minutes are a record of the discussion, decisions and actions to be taken and the date by when they need to be completed.

List ideas in bullet form from a brainstorming session

### What not to record in the final minutes?

If someone is corrected in a meeting they should not be singled out or the incident recorded in the minutes

Heated debate, tangents or angry outbursts. "Discussion ensued" or "There was discussion" is appropriate to describe this

He said/she said back and forth discussions. The meeting is a group meeting and the decisions are made as a group

A presentation at a meeting. The only thing that needs to be recorded is that a presentation was made, by whom and any discussion, decisions or actions that came from it. If the presentation was not handed out ahead of time, it should be attached to the minutes and referred in the minutes that it is attached.

Do not assign actions to people who are not at the meeting and will not be provided with the minutes. Assign the action to their representative in the meeting (director or manager) or assign it to yourself as the minute taker to advise the person of the action required. If a meeting participant is absent or sent their regrets then the action can still be assigned to them as they will receive the minutes. It would be courteous to email them to give them a heads up that they have an action item.

### When to speak up?

The minute taker should speak up and bring a matter to the attention of the Chair if:

- items are skipped over on the agenda or not dealt with. You are helping the Chair as they may have missed it, and it is appropriate to bring it to their attention.
- the meeting is not a legal meeting (*i.e. if quorum is lost (the required number of people are not at the meeting) or the Chair is absent*) (*You should be aware of your meeting rules*)

- a motion is not made properly or you missed some of the wording or you are not clear whether it was carried/approved
- an action or agreed to item is not clear/the outcome of the back and forth conversation is not clear
- it is a teleconference and the speaker did not identify themselves or you did not hear what was said

### **When not to speak up?**

Do not speak up and interrupt the meeting if you can ask someone later and the question is not important to the governance of the meeting. For something that can wait, you can write a note to yourself in your meeting notes to ask the meeting participant what they meant.

## Internal Briefing Note

<b>To:</b>	<b>Date:</b>
<b>From:</b>	<b>Prepared By:</b>
<b>CC to:</b>	
<b>Subject:</b>	

Purpose *(mark an X beside the appropriate choice)*

For Approval	
--------------	--

For Information	
-----------------	--

For Review	
------------	--

Other	
-------	--

**Issue:**

**Background:**

**Considerations/Options** (including financial implications):

**Recommendations:**

**List of Attachments:**

## **APPENDIX A: HELPFUL WORDS**

- discussion ensued
- acknowledged
- announced
- outlined
- assured
- presented
- briefly described
- briefly outlined
- questioned
- recommended
- cautioned
- related
- clarified
- requested
- declared
- responded
- impressed upon
- departed from the agenda
- described
- stressed
- detailed
- suggested
- directed attention to
- summarized

- discussed
- supported
- elaborated
- thanked
- emphasized
- explained
- heartily endorsed
- welcomed
- implied

## HELPFUL PHRASES

- The Director *provided* the participants with a proposed invitation list (*rather than 'gave'*)
- The Chair *raised* the issue (*rather than 'brought up' the issue*)
- The Chair *introduced* the topic
- A presentation was made regarding
- Following the presentation there was discussion and questions/There was discussion and questions following the presentation
- Discussion ensued/Discussion and questions ensued/There was discussion/Discussion occurred
- There was discussion and the following points were made:/The following points were discussed: (*then list in bullet form*)
- There was agreement on/The members agreed/It was determined
- The document was tabled
- The Chair noted/It was noted
- The policy was approved subject to the following changes:
- Members were encouraged to
- There was a roundtable discussion on thoughts and approach
- This item was deferred to the next meeting
- There was discussion whether the employee engagement surveys should be continued
- The following were some suggested approaches: [list in bullet form]
- This item was not discussed (*when an agenda item is skipped over*)
- There was nothing to report under this item
- The document was tabled for review and discussion
- The Director of Finance reviewed the consolidated budget framework with the team and provided a handout which is attached to these minutes
- The Treasurer provided a summary of the financial statements and it is attached to these minutes (*If it was handed out at the meeting*)
- A report was tabled for reference purposes
- The Chair reviewed the briefing note with the Committee and discussion ensued
- There being no further business, the meeting was adjourned at [insert time]/The meeting was adjourned at [insert time]
- The document was tabled for information.
- The following points were made: [then list them in bullet form]
- The Chairman thanked the CEO for the informative presentation
- Following consideration and without objection, the item was approved as recommended by staff
- The next item presented was
- After further questions and discussions regarding

- After further clarification by the Committee Chair, the item was approved
- After a short recess
- Reference was made to the previous minutes where approval was given to proceed
- It was agreed that the item would be deferred to the next meeting
- At this time, an item not appearing on the agenda was presented
- After review and discussion, it was agreed to
- At the conclusion of discussions on the
- The following additional items were suggested: [list in bullet form]
- There was discussion about what the panel could look like, how to organize it, intended outcomes of the session, and any risks. This was approved to proceed as outlined
- The Vacation Leave Policy was approved as amended. The language is to be softened regarding the unpaid vacation leave
- The Committee will review the process and keep the Board advised on how best to proceed
- This motion was approved with a recommendation that the Audit Committee have a further discussion at the fall meeting regarding a more formal policy on the appointment of the auditor