

## 3.2 MEETING MINUTES

**What to Include:** *Robert's Rules of Order*, a manual for running nonprofit organizations, explains that minutes are a record of what was done at the meeting, not what was said. At a minimum, minutes should include:

1. Name and kind of meeting. Is it a regular board meeting, an annual meeting, a meeting of the housing committee or a special meeting. If it is a special meeting, attach a copy of the meeting notice given to members.
2. Date, place, and time that the meeting began and ended.
3. Names of the chair and secretary or their substitutes.
4. Names of voting members attending and whether a quorum was present. You may circulate a sign-in sheet and attach it to the minutes.
5. Names of guests and their subject matter.
6. Whether minutes from the previous meeting were approved or corrected.
7. Motions made. You must record:
  - \* the exact wording of the motion
  - \* who made the motion
  - \* the result of the vote
8. Reports. Record the name of the report, the name of the member presenting it, and any action taken on the report. If the report was in writing, attach it, or tell where it may be found. An oral report may be summarized briefly.
9. Other actions, assignments and deadlines, resolutions, and recommendations can be briefly recorded.
10. Secretary's signature once the minutes have been approved.

### Summarizing Discussions

Some boards may opt to go beyond the basics and include additional items. For example, a summary of a discussion can give a more complete picture of the meeting. This can be helpful to members who could not attend the meeting and to those looking back at the historical record of the organization. Summaries, if included in the minutes, should be balanced and include major opposing viewpoints, even if they are not adopted.

### What to Leave Out

The minutes are a factual record of business. Do not include:

- \* Opinions or judgments: Leave out statements like "a well done report" or "a heated discussion."
- \* Criticism or accolades: Criticism of members, good or bad, should not be included unless it takes the form of an official motion. Thanks or expressions of appreciation should only be included if there was a clear consensus of meeting participants. (For example, by applause.)
- \* Discussion: If the organization has opted to include discussion summaries, do not personalize it by recording the views of individuals.
- \* Extended rehashing of reports: Just hit the highlights or key facts, particularly if a written report is attached.

## **Approving the Minutes**

Minutes do not become official until they are read and approved by formal vote. They should be read by the Secretary at the next regular meeting. The Chair then asks for corrections and additions, and calls for a vote.

Members may agree to skip reading the minutes aloud if members have had enough advance time to read them. Send a draft of the minutes to members before the meeting. This is a good way to save time, while also helping members prepare for the meeting.

## **Confidential Items**

Occasionally a meeting calls for confidentiality, such as when sensitive personnel matters are being handled. In that case, the board may vote to go into executive session, restricting participation to members and invited guests only. The minutes of an executive session are read and approved only by those members attending the executive session. If they wish, the participants may opt to make the minutes available to all members, but the discussion must remain confidential. Executive session minutes are kept separate from regular minutes.

Relevant Sections of the California Codes:

Title 1: Corporations

Division 2: Non-Profit Corporation Law

Part 2: Non-Profit Public Benefit Corporations

Chapter 13: Records, Reports and Rights of Inspection

Article 3: Rights of Inspection

6333. The accounting books and records and minutes of proceedings of the members and the board and committees of the board shall be open to inspection upon the written demand on the corporation of any member at any reasonable time, for a purpose reasonably related to such person's interests as a member.

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The California Codes can be found at the following url:

<http://caselaw.lp.findlaw.com/cacodes/corp.html>