

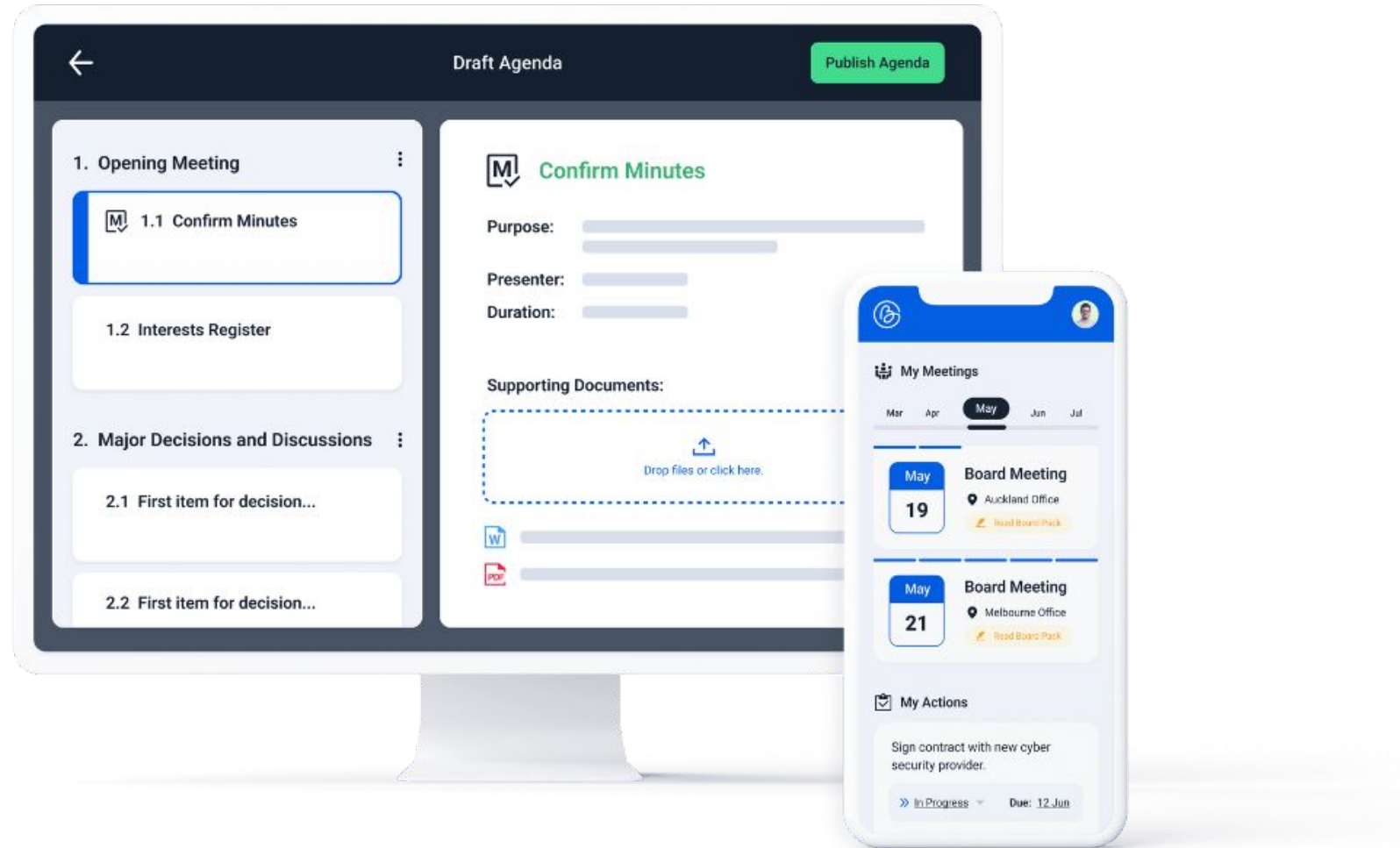


Creating

**Effective minutes for
your board meetings**









Making the fundamentals of governance free and easy to implement



Governance Made Easy

Governance Resource Center

Explore free governance resources for growing your organisation and adopting good governance practises. From meeting minutes templates to CEO reporting templates, our comprehensive guides and templates will cover your governance and business essentials.

Content type



Topic



Persona



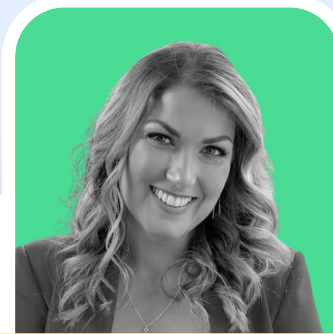
Search





Jen Butler

Managing Director
Absolute Gems



**Dauniika
Maclean**

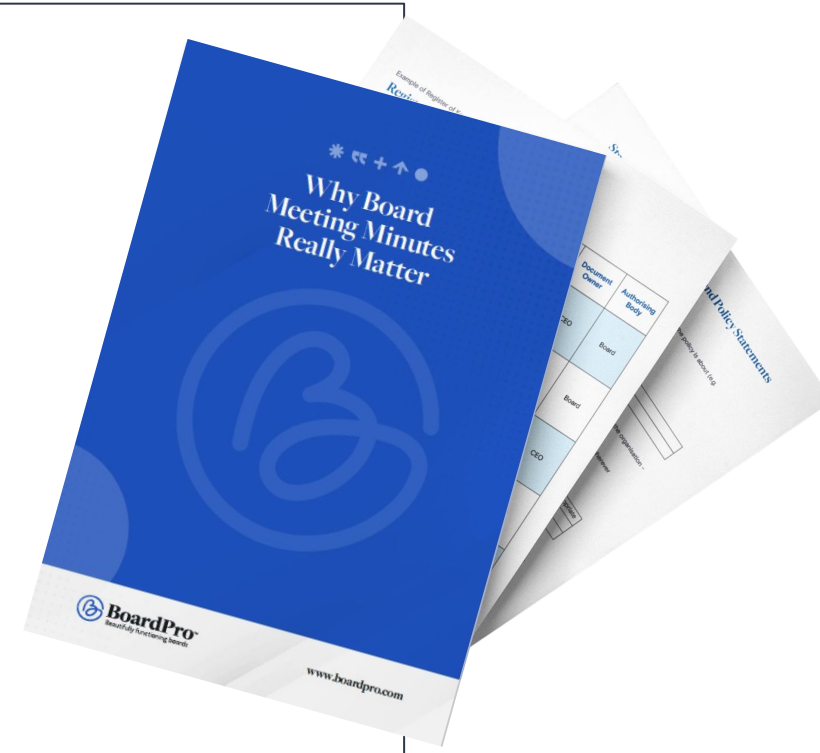
Managing Director
**Board Administration
Services**



Jo Kelly

CEO
**Independent
Governance Services**

Slides, webinar video, white paper and templates will be sent to you. Relax, listen and ask questions



**Why are your
minutes
important?**

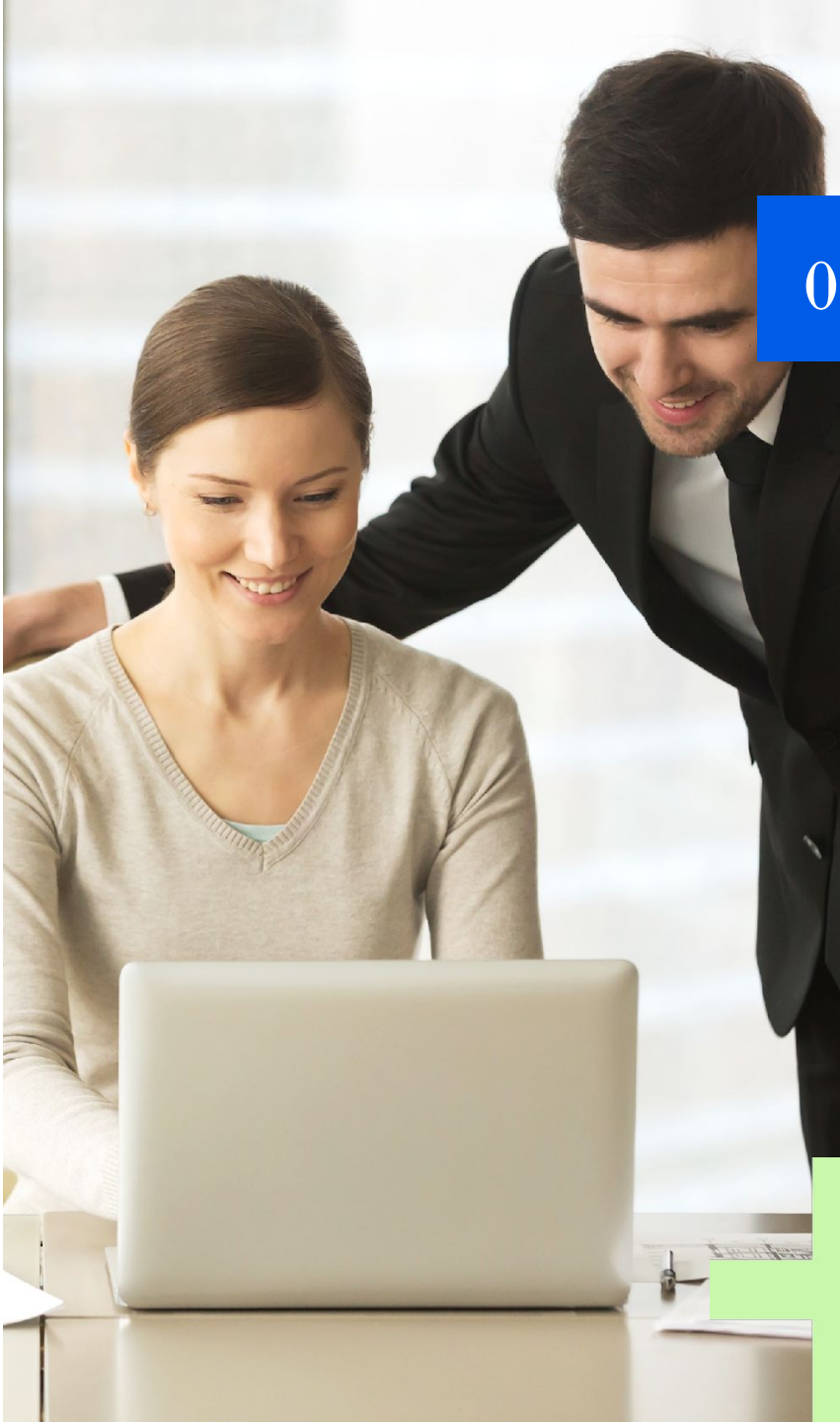


01

To fulfil compliance requirements

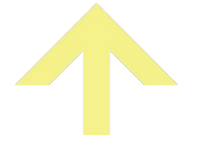
Minutes are required of incorporated bodies in most jurisdictions

Legal compliance is about more than just taking minutes (creating the record) – safe storage and retrieval are also important



02

To demonstrate the integrity and thoroughness of process



Minutes are an enduring record of your board's deliberations

Decisions only or substantive evidence of a thorough decision-making process?

“A letter to the Judge” - courts accept board minutes as the best record of matters in dispute



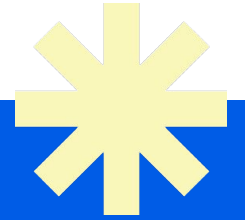


Minutes are evidence (potentially) of how a board has dealt with conflicts of interest



They can correct unfair accusations of board incompetence

03



To protect organisational and director reputation



04

To clarify responsibility and track implementation

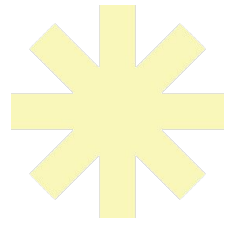


Minutes ideally define the action to be taken and the assignment of responsibility

They establish an implementation tracking reference point

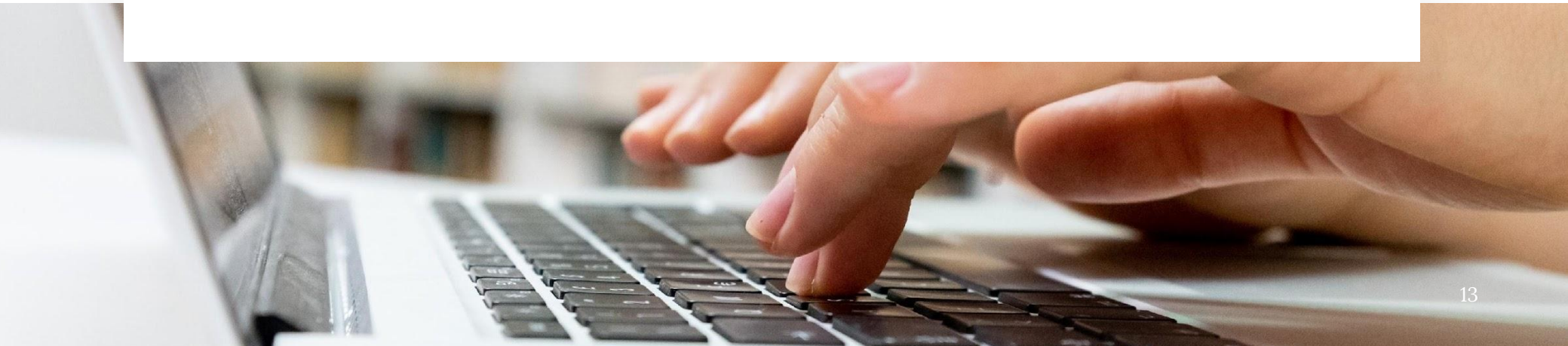
05

As a basis for evaluation and review



Minutes should record the rationale for policy creation or an important decision to facilitate for example:

- A post-decision evaluation
- A review of policy



06

To facilitate due diligence, induction, and audit

By recording past deliberations, and offering a window on current board issues and practices, minutes:



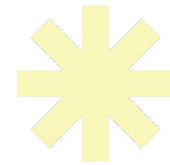
Assist prospective board appointees to undertake due diligence



Support an audit process



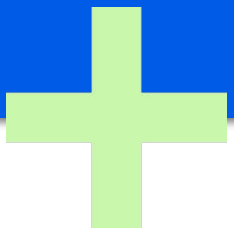
Assist new board members (and new executives) to 'get up to speed'





07

To document organisational evolution



Board (and general meeting) minutes are a first draft of a corporate entities history

Taking the minutes





Who should take the minutes?



Someone who has enough understanding of the business of the meeting to be able to record what is significant, but who is not involved in the business of the meeting



The minute taker should be sufficiently confident to query what is being discussed and/or decided



The minute taker is an extension of, and should be explicitly empowered by the board chair to seek any clarification needed



— What should be in the minutes?



Basics Include:

- Title of the meeting
- Date and time (start/finish)
- Venue and place
- Participants (including comings and goings, quorum)
- A description of what business was dealt with, and in what order
- How the business was handled, what was decided (Procedure, discussion, resolutions, votes), and why

— Lenses to review the minutes



- Does it provide enough information that an absent director (or new director) can determine how and why decisions were made.
- Is the information compliant and protect Directors decisions.
- The minutes to record what is important so they are not lengthy and onerous to read.
- Is the tone and culture of the business reflected

How long should the minutes be?



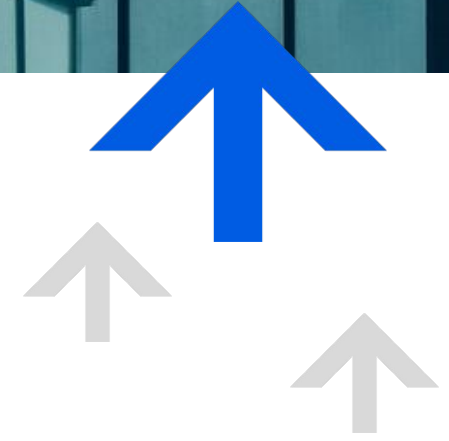
Minutes are not a transcript of the meeting, and unless there are good reasons otherwise, board minutes do not document who said what



The extent to which matters are documented should be proportional to their substance or materiality



They should be an adequate description of the meeting for someone who was not present



— Preparing and Finalising the Minutes

01

Draft minutes prepared and submitted for review by the chairperson within a day or two of the meeting

02

Distributed to those present for confirmation or comment (ASAP), and then to anyone else required to act on them

03

Formal confirmation by the board that they are a 'true and correct' record then confirmed by the chair

04

Placed in an appropriate storage facility or board portal e.g **BoardPro**

Questions





Jen Butler

in www.linkedin.com/in/jen-butler-absolute-gems



Dauniika Maclean

in www.linkedin.com/in/dauniika



Jo Kelly

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Webinar Schedule

Feb - Aug 2024

88.	Getting governance right in a startup	On demand
89.	Creating effective board minutes	June 19
90.	Is your constitution fit for purpose?	June 26
91.	Strategic vs Operational for NFPs - Where are you?	July 3
92.	The importance of board meeting etiquette	Aug 14
93.	Difficult conversations with directors - How it's done	Aug 15
94.	Compliance in the boardroom - Who is responsible for what ?	Aug 28



Masterclasses Schedule

How to become a great board chair

On demand

Writing better board papers

On demand

Creating Effective board minutes

On demand

Due diligence before directorship

On demand

How to be and think strategic

On demand



Thank you

