



The Model Makes the Difference

Part 3: The Importance of Meeting Minutes

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*Taking meeting minutes is like eating
brussels sprouts: nobody wants to do it,
even though it's beneficial.
For non-profit organizations like
churches, it is essential.*

To serve on a church board is both a sacred and legal responsibility. All board decisions are legally required to be made "in good faith", that is, with common sense, without bias and for the greater good of the organization. Minutes provide a public record of a board's adherence to this principle.

The Chubb Group of Insurance Companies advises non-profit groups to document minutes as a means of protection against liability.

They say, "Maintenance of accurate and complete minutes of all board and committee deliberations and other documents relating to director or officer conduct is one of the most important and most frequently neglected areas of loss prevention."¹

Furthermore, minutes should be prepared with the expectation that they may be examined at a later date as evidence of wrongdoing. The Chubb Group says, "Imprecise wording, inflammatory or vulgar phrases, and ambiguous language should be avoided. A document that appears innocent when prepared may appear quite differently when read in a different context at a later date."

While legality is important, church boards are bound by an even higher standard. Taking accurate minutes is a way for boards to demonstrate a willingness to be transparent to the congregation, as well as accountable to God's purpose.

¹ *Directors and Officers Liability Loss Prevention for Non-profit Organizations*, Dan Bailly of Arter & Hadden for Chubb Group of Insurance Companies, Chubb & Son Inc., 1989.

Even if board members understand the importance of minutes, they may still avoid them because they do not know how to record them properly. Below are some guidelines and tips to help your board take accurate minutes.

EVERYTHING YOU NEED TO KNOW ABOUT TAKING MEETING MINUTES

Follow a format.

Meeting minutes generally follow this format:

- Meeting date and location
- Name of the group
- Names of present participants
- Names of absent participants
- Names of guests
- Time the meeting was convened, and by which participant
- Meeting topics and discussions
 - The order of the minutes should follow the order of the agenda
 - For clarity, number each new topic
 - Index the minutes of particularly lengthy meetings
- Time meeting was adjourned, and by which participant.
- When recording a decision or resolution, use this structure: It was moved by _____ and seconded by _____ and unanimously approved to _____.

Strive for clarity.

- Keep minutes brief and to-the-point. Capture the gist of the conversation.
- If proceedings are unclear, ask for clarification before moving on to the next topic.
- Throughout the meeting, make notes that will jog your memory later when writing the minutes in full.
- Write minutes in a concise, unbiased style.
- Record all agenda items presented, decisions made, agreements reached, failed motions, assignments given and appointments made. Include any limitations placed on an action taken, any special authority granted and any conscious decision not to act on an item.
- If a discussion or decision involves an outside authority, indicate the name of the authority.
- Attach to the minutes a copy of any documents distributed at the meeting.
- Record the results of any vote, as well as how each member voted.

Distribution should be organized and thorough.

- Write up the minutes immediately following the meeting while the proceedings are still top-of-mind.
- Typing the minutes is recommended as it reduces the risk of illegible handwriting.
- Make sure the chairperson approves the minutes before distribution.
- Sign the minutes once they are approved.
- Distribute the minutes as soon after the meeting as possible. This helps others follow up on decisions made during the meeting.
- At each meeting, approve the previous meeting's minutes, and verify their accuracy with the attendees.

- Send the minutes to any members who were absent. Remember, write your minutes with enough clarity that even people who weren't there can understand what transpired.
- At each meeting extra copies of the previous meeting's minutes for those who may have forgotten their copies.
- Keep an archive of the board's minutes in a binder for easy reference.

What to do if you are absent:

- Absentees should carefully review minutes of the meeting they missed. It is a good idea to review each meeting's minutes, but especially important if you weren't there.
- Board members have a responsibility to the organization and their fellow members to keep abreast of items discussed and actions taken in all meetings. The Chubb Group recommends that if "the absent director dissents or disagrees with actions taken at the meeting, the objections should be placed in writing and submitted to the board for their information and for filing in the organization's minute book."

Contact Leaders That Last Ministries at info@leadersthatlast.org for customized coaching on how to implement roles and responsibilities for your organization's board of directors.

For more information about corporate liability loss prevention, contact the Chubb Group of Insurance Companies at info@chubb.com.