



The Minutes Handbook

A Complete Guide for Not-for-profit Boards





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Introduction

The bishops attending the Constantinople general synod of 1166 didn't want there to be any confusion about what was decided. They carved the resolutions passed by the meeting into three slabs of marble, each some five metres high and two metres wide, and you can still see them in the front room of the cathedral¹ there. If you hear anybody claiming that the synod of 1166 authorised the secretary to use the synod credit card for overseas holidays, online shopping and expensive restaurants, you can go to the narthex of Hagia Sophia, climb up a ladder, run your finger down the minutes, and check². If today's not-for-profits were as good with their documentation as 10th-century theologians were, we'd have fewer financial scandals and hardly any royal commissions.

Minutes are nobody's favourite reading matter. Nobody ever curled up in an armchair with a good set of minutes, rushed hopefully to the mailbox looking for the final draft, or queued outside a bookshop in wizard's robes waiting for the midnight release of the new Hogwarts Tuckshop Committee papers.

Correspondingly, the minutes secretary doesn't get much respect. Good minutes are like running water and flush toilets. If anything goes wrong, you'll hear about it, but even if everything goes smoothly you can't expect compliments.

Minutes matter, despite all that, because they're where ideas solidify into actions. Minutes that are fuzzy or ambiguous or missing the point can leave your organisation swinging wildly across the median line as you fumble for the handbrake. Decisions that aren't minuted might just as well not have been made at all.

For the secretary of a not-for-profit organisation, getting the minutes right isn't everything – there are a whole lot of other duties attached to the position which we don't deal with here, and there's a cartload of other ways to stuff up – but it's probably the most important of your responsibilities. You want to do it well, and we want you to be happy and confident in doing it. We think we've covered the basics of taking good minutes, and where we leave gaps that's because it's not possible to cover all contingencies in a manual like this³. Use your common sense; we trust you, and so should the members.

¹ Now a museum.

² They didn't, if you were wondering.

³ Or even on 30 square metres of engraved marble, come to that.





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Glossary

Board, council, executive, committee of management – these are all the same thing and all refer to the governing body of an association. In this guide we've settled on "board", to emphasise its independent nature (and because "committee" can become confusing where there are subcommittees and peak committees).

Board member, executive member, committee member, trustee, director – they're all the same thing. We use "board member".

Chair, chairperson – the same as president. We use "chair".

Constitution, rules, articles of association, articles of incorporation – they're all the same. We use "constitution". (See also model rules.)

General meeting – this term covers both **annual** general meetings, which are meetings you hold once a year primarily to report to the members and elect office-bearers, and **special** general meetings, which are held as needed to carry particular motions (to change the constitution, perhaps, or to expel a member). If we mean just one and not the other, we use its full name.

Model rules – the Australian Capital Territory, the Northern Territory and each Australian state offers its own version of a template constitution where all you have to do to adapt it for your own organisation is to change the name and put in your own purposes. These template documents are known as model rules. After you've put your organisation's name to them, they become your constitution (also known as your rules). You don't have to follow the model rules, in whole or in part, and you're perfectly entitled to change almost everything in them. Even if you devise your own constitution from scratch, however, the model rules may still be relevant. If the constitution you write doesn't cover some point that the Associations Act in your state or territory says it should, then on that point (and that point only) the model rules apply to you.

Regulations – also by-laws or rules. These are the details that can be changed without too much fuss, as opposed to the basic principles that you want in the constitution.

Standing orders – rules about how meetings are to be conducted.



Top 10 minute-taking tips

Even if you don't have time to read this whole book, do read these top 10 tips.

- 1. Do take the trouble to create a clear and informative agenda.** That way, most of the hard work of the meeting is done before it starts.
- 2. Don't try to join in the debate and take the minutes at the same time.** If you feel strongly about something, get someone to stand in for you while you rant.
- 3. Do record enough detail to show that the board's considered the issues.** Imagine that someone who hasn't been involved previously is looking at these minutes five years down the track. Can they follow what's going on?
- 4. Don't do a verbatim transcript.** Tidy it up, summarise, and anonymise.
- 5. Do consult with other stakeholders.** You're not infallible, and you want to be understanding.
- 6. Don't let anybody dictate to you.** It's your job, not theirs. You have the final cut.
- 7. Do get the motions in writing, along with any amendments.** The most important thing the board does is take decisions, and the most important thing the secretary does is record those decisions. You can't get it right if you're depending on your memory.
- 8. Don't take it personally.** They're not your minutes, they're the board's minutes, and it's the board that has to accept them (or occasionally amend them).
- 9. Do keep the minutes in a safe place.** Keep them where you'll know if somebody alters them (or where they can't be altered).
- 10. Don't panic.** It's not rocket science. Everybody wants you to succeed (or at least nobody else wants to take on the job, which is much the same thing). It'll sort itself out.



Before the meeting

The ideal board meeting⁴ is laid out like a domino drop so that everything flows smoothly along a predictable course. Ideally, writing the minutes will involve little more than amending the agenda to change the word “Moved: that...” to “Carried: that...” throughout. Like a domino drop, however, this requires a considerable amount of preparation.

Well before the actual meeting, the ground rules need to be sorted. Your obligations will be set out in the relevant Act, and in the regulations under that Act, and in your constitution. All those obligations are just that, and you can't ignore them.

Standing orders

The actual meeting, though, follows the procedure set out in your standing orders – your rules about meetings. Standing orders aren't compulsory, and many not-for-profit organisations haven't taken the trouble of adopting any.

If you're a small cosy organisation this can work very well for quite a while. Standing orders, though, are like smoke alarms or parachutes – for most of the time, while things are going well, you get no benefit from them at all, but when you need them you really need them.

There are several ways to write your standing orders. They can be loose and flexible, doing little more than clarifying who gets to take any necessary decisions, or they can be precise, attempting to anticipate all the difficulties that could occur. Our Community favours flexible and brief standing orders, and we've included a set at the end of this guide (see Appendix 2, page 97).

If you want to explore other options, look at Renton's *Guide for Meetings and Organisations* (see the bibliography, page 84) for a longer and more complicated version. If you want the full catastrophe, get hold of a copy of *Robert's Rules of Order* (see page 84) or read it online at www.robertsrules.org.

⁴ Throughout this book we're concentrating on board meetings. Most, but not all, of the recommendations do apply also to general meetings, though, and where there are important differences we flag them.





What goes on the agenda?

And just as importantly, what doesn't go on the agenda? The agenda is valuable real estate. No item should have a guaranteed place at every meeting, and you should fight to keep off the list anything that isn't a genuine priority. Work out, together with the chair (and perhaps in collaboration with the CEO or staff), a priority order for the business of the meeting:

- a. matters requiring board decisions (and circulated papers)
- b. matters requiring board discussion (and circulated papers)
- c. timewasting matters that shouldn't be on the agenda at all⁵
- d. matters the board needs to be told about (in circulated papers) but that don't justify taking up discussion time.

Put the D-level items on the agenda with a star, meaning that unless anybody specifically asks for them to be discussed they'll be adopted as a package. After the meeting, a starred item is recorded in the minutes as having been considered, and any motion contained in those papers is recorded as having been adopted.

Sub-committee reports generally fall into the third category (they shouldn't be on the agenda) unless they refer decisions upward to the board.

The treasurer's report may need to be approved or reviewed by the board, but it should be held tightly to a time limit.

As much as possible of the business of the meeting should be knocked off before the meeting opens, so that only the decision-making stage needs to be thrashed out in public. Ideally, the arguments for and against a motion should have been written down in advance and circulated to board members before the meeting⁶.

As a general rule, anything that's important enough to be up in front of the meeting for decision is important enough to have some supporting materials attached, even if it's only a page of dot points. Having the arguments down on paper makes it much easier to keep the discussion

⁵ If you're determined to bore everybody brainless, make "correspondence" a standard agenda item. Many boards do. Some even have rules stipulating that all correspondence must be read out in full during the meeting. Some groups also stipulate that outward correspondence be listed, along with a brief description of the contents of each letter sent since the last meeting.

This is a recipe for time wasting, irrelevance, and triviality. Correspondence may contain important material for decision-making, or it may not. If it does, it should be on the agenda as a specific item, and if it doesn't, it shouldn't be listed at all.

⁶ See Appendix 3 (page 58) for a tool designed to help you make decisions ahead of the meeting.

