

Board Minutes

Adapted from Multiple Sources

Overview

Every nonprofit board has a legal obligation to take minutes of its board meetings. Minutes serve as the record of the actions that the board has taken in light of its informed, prudent deliberations and decision making.

In general:

- Written minutes should be distributed to board members before each meeting for member's review.
- Minutes for the previous meeting should be reviewed right away in the next meeting.
- Minutes should be permanently retained in a manual and available to all board members.

Board minutes are a record of what was done at the meeting—not what was said by members or guests.

When assembling board minutes:

- Make a note of who is present. If necessary, pass around a sign-in sheet.
- Use the meeting agenda as an outline for the minutes.
- Details do not belong in meeting minutes. Do not write down any motions and decisions made and the key findings of any committee reports.
- Make the minutes easy to read. Each section should represent a different topic, discussion item, or decision. Use bullets, if appropriate.
- Make a note of issues that were tabled until future meetings; this will serve as an important reminder to the board of things that still need to be done.

Don't include:

- The views of individuals.
- The seconder's name.
- Detailed remarks of guest speakers. Include only those that are important to the item being discussed.
- Lengthy reviews of reports. Just note the highlights and key/critical points.
- Motions that have been withdrawn.
- Personal opinions on anything being discussed, criticisms or accolades - Leave out statements like "well done report" or a heated discussion." Thanks or expressions of appreciation can be included when there is a consensus.

Summary of Action Items

Although not directly related to the minutes, it is recommended that the person taking the minutes summarizes all action items by the end of the meeting (or at the end of each major segment) so that everyone is clear on what is to be done following the meeting and they don't have to wait for the minutes to arrive.

I also recommend that a summary of board decisions/action is included in the electronic Board Member Handbook/Manual and on the board portal.

LOGO

Sample Board Meeting Minutes

Board of Directors Meeting ACBL

July 8, 2006

7:00 – 8:00 PM

Senior Center, Anytown, Anystate

President Smith called the regular Unit Board of Directors meeting to order at 7:05 PM at the Senior Center in Anytown, Anystate. Those in attendance and constituting a quorum were:

Present: (List names)

Absent: (List names – and whether excused or unexcused)

Others Present:

Approval of the Agenda

MOTION: President Smith moved to approve the agenda for the meeting.

Seconded and carried without dissent.

Approval of the Minutes

MOTION: Jones moved to approve the minutes of the June 6, 2006, meeting.

Seconded and carried without dissent.

CEO's Report

Discussion: President Smith recommends that if we are not able to find a new facility by the end of this month, the unit should continue to hold board meetings in the current location over the summer. Board briefly discussed the options.

MOTION: Johnson moved to extend the existing meeting arrangements for the next three months. Seconded and passed without dissent.

Discussion: Smith announced that the ACBL has introduced a new education program for unit board members. The seminar will be held at the upcoming NABC. It was recommended that all board members who will be at the NABC take advantage of the opportunity and that the unit board should reimburse any attendees for the fee.

NABC Action Item: Every board member who is attending NABC should participate on a conference call held on 11/23 at 2:00 PM.

MOTION: Brown moved that the board shall reimburse the fee to any board member who attends the seminar. Seconded and passed. Dissenting on the record: Moneypenny, Adams.

Note: Recording dissenting votes is not necessary and must be managed. Dissenting votes should only be included if a member requests that they go on record with their dissenting vote.

Sample Board Meeting Minutes (continued)

Treasurer's Report:

Financial Reports

Committee and the Senior Center's Accountant presented quarterly financial reports and discussed the "Schedule" (narrative that accompanies each report. There was general discussion on the organization's financial condition and outlook as reflected in the reports, with the following being noted as issues and concerns and the action that will be taken to address them:

Issue/Concern	Action Item	Timeframe	Responsibility
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Accounting Review

Discussion:

Treasurer Money Penny explained that our accountant has reviewed the unit's bookkeeping procedures and found them to be satisfactory, in preparation for the upcoming yearly financial audit.

990 Review

Discussion: Money Penny reported that the unit's IRS form 990 is now available for viewing on the unit's website. This publication on the web fulfills requirements for making the form 990 available to the public. Money Penny reviewed highlights, trends and issues from the balance sheet, income statement and cash flow statement.

MOTION: Bond moved to accept the treasurer's report. Seconded and passed without dissent.

Committee Reports:

Board Development Committee's report provided by Committee Chair Roberts:

Board Retreat

Discussion: Roberts reminded the board of the scheduled retreat coming up in three months, and provided a drafted retreat schedule. The board provided feedback on the agenda and the consensus was that, outside of making a few minor changes, the committee should move forward as planned. No board action required.

Bylaws

Discussion: Roberts presented the board with a draft of the reworded Bylaws paragraph that would allow the board to conduct actions over electronic mail. Roberts suggested review and a resolution to change the Bylaws accordingly. The consensus was to first consult legal counsel to verify if the proposed change is consistent with our state statute. Roberts agreed to accept this action and notify members of the result at the next board meeting.

Bylaws Action item: Roberts will contact legal counsel and provide update at the next meeting.

Other Business

Special Events (Baker)

The ACBL has designated a date in 2006 as ACBL/ABA Day. There will be a one session event for additional masterpoints. Baker will find out the exact day and report back later.

Special Events Action item: Baker will find out the exact day and report back later.

Meeting adjourned at 9:30 p.m.

Minutes submitted by Secretary, Greg Shorthand _____ Date