

BOARD MEETING MINUTES

Importance of Minutes---NO MINUTES NO MEETING

The minutes of a meeting are basic evidence of what occurred at that meeting. They are the record of what actions were taken or approved. Often in legal transactions such as borrowing money, selling real estate or securities, copies of the official action as approved in minutes are required to complete the transaction.

The past speaks to the present and that message requires good recordkeeping. Here is your guide to the key things you need to know about taking and keeping the official minutes of your church's meetings.

The official minutes of a meeting should include the:

- (1) Name of the organization,
- (2) Nature of the meeting—regular or special,
- (3) Date, time and place,
- (4) Devotional title or topic,
- (5) Approval of previous minutes,
- (6) Business transacted,
- (7) Adjournment, and
- (8) Signature of secretary.

What Are Minutes?

Official notes recording what occurred at a meeting of the board or the members of a church are the “**minutes**” of the meeting. The book in which the minutes of a church are kept is the official memory, recollection, and record of decisions of the church. In this form, the minutes become the legal record of actions taken and plans called for in the ongoing work of the church. Therefore, minutes are to be maintained forever by the church.

All churches, especially those that are incorporated are **required** to keep minutes of all meetings. Subject to any limitations prescribed in the articles of incorporation and not prohibited by law, the minutes are open to all members of the church.

The minutes are the church's history and its plan of action for the future. They record past decisions and official actions so in the future they may be referred to for information and guidance. They express the will of the members present in the meeting about plans, policies, and specific actions.

Who Keeps The Minutes?

Typically, the duly elected Secretary of the church has responsibility for recording and maintaining the minutes. The Secretary, in close cooperation with the presiding officer, takes notes at business meetings, prepares the minutes from the notes, presents them to the group in printed form and makes any corrections or additions as called for by the group. The Secretary signs the original presented copy of the minutes before changes are made.

Bylaws usually designate the Secretary as the keeper of the church's records and legal documents. They should keep these records and documents in a safe place with a copy kept at some other site for safety. Some groups have these books and records bound annually. Duplicate copies should be maintained so one copy can be kept at hand for reference and guidance while the other copy is placed in another location for safekeeping. [There are electronic or other means (EG: microfiche) available for safeguarding originals.]

Contents of the Minutes

Minutes of a meeting are not meant to be a verbatim record of what took place in the meeting. Instead they are designed to record the decisions and actions of the Board. They should not include the details of the discussion that took place, but just the action taken. They must include enough information that a person who was not in attendance is able to determine the decision / action of the Board, but not every comment made. As such, minutes should be succinct, but should make sure the key information is captured. They should include:

1. A listing of those in attendance.
2. The receiving or approving of minutes and financial reports.
3. A summary of any other reports that are made as part of the meeting.
4. The making, seconding and disposition of a motion. The content of the motion must contain all the information necessary to understand what purpose and result of the action taken.
5. Any requested delineation by a Board Member (IE. their desire to have their minority vote on a matter to be recorded in the minutes).
6. Copies of key information that is presented and acted on.
7. Motion to adjourn.
8. Signature of secretary

Recording Votes

Every motion that is acted upon by the Board needs to be made by a Board member and seconded by another, then a vote taken after all discussion has ended. When a vote is taken on a matter, it is not normally necessary to record even the nature of the vote (5-0, 4-1, 3-2,

etc.) – it is usually satisfactory to say something like “Moved, seconded and carried to. . .”. Some simply record it as “motion prevailed.” This would indicate that it was moved and seconded. In addition, you would not record who cast which vote, other than in the exception noted in the next paragraph.

If a Board member asks that their dissenting vote be recorded, then it is appropriate to record the vote totals. At times a Board member may feel strongly about their opposition to the action that they ask that their name be associated with the minority vote. When that happens, it is appropriate for their name to be noted in the minutes.

[It is important for Board members to understand, **before** they serve on a Board, that during the Board Meeting it is appropriate to have vigorous discussion and even to be in opposition to an action that is being considered. However, once a decision is made, the majority vote is to be executed as though the vote was unanimous. This promotes harmony and unity within the church, which the Lord expects us to promote for the welfare of the church body.]

The Minutes Book

Typically the minutes for Board and Membership meetings are kept in separate “Minute Books”. They should be maintained in date order and be tabbed by year. This allows for easy reference, as well as a continuity of minutes in chronological order.

[Other records that should be kept by the Secretary include:

1. Articles of Incorporation;
2. Bylaws, as amended by action of the membership;
3. Copies of any loan / mortgage documents; and
4. Any other legal documents into which the church has entered.]

Loose-leaf books are preferred by most secretaries for maintaining the minutes. Some organizations bind the minutes at the end of each year or place them in a legal binder, though this is not required. Good quality, acid-free paper for the original copies is preferable. In this age of technology, the church may want to consider an electronic form of storage as well to insure against loss by accident.

The handwritten meeting notes taken by the secretary should be carefully set in order with proper English and neatly typed. Pages should be numbered with the date of the meeting at the top of each page. [An index by subject, date, and page number can be helpful.]

Minutes of each meeting should end with the signature of the secretary. They should be presented at the next meeting. Any corrections that are necessary should be made in the original copy, with the Board action stating that the minutes **as corrected** are approved. [Typographical or spelling errors should not be considered as corrections.]

The Minutes Book should contain only the **corrected** minutes. No changes or alterations may be properly made in the minutes after they have been approved, unless it is done by Board action. Even corrections, typographical or grammatical, may be made only with the approval of the members present at a regular or called meeting. If corrections of actions or changes in decisions or records are to be made after they have been verified, that may be indicated in the

minutes of subsequent meetings—not by rewriting history.

[Some organizations have the presiding officer countersign the approved minutes below the Secretary's signature with the date of approval noted. Once the minutes have been approved in corrected form, the countersignature of the presiding officer shall be added below that of the secretary with the current date, in verification of their correctness. Some organizations require that each page of the minutes be initialed by the secretary and presiding officer.]

Final Comments

- Secretaries should remember that verbatim recording of discussion in meetings is not required or even general practice. Issues and subjects should be recorded along with any action that was taken by the Board. Many times, minutes contain unnecessary information that may be harmful to the church. The minutes should not contain any discussions between members regarding matters placed before them or any details about the deliberative process that preceded decisions. The minutes should reflect that the members went in and out of executive session. No decisions should be made while in executive session. Executive sessions should be used for discussion about personnel, legal issues, and potential liability issues.

- Minutes are a permanent record of the church and should be maintained and protected as a valuable document / resource.