



BEST PRACTICES CHECKLIST

How to Take Effective Meeting Minutes

There are no **hard-and-set rules** that organisations must follow in the crafting of board meeting minutes. However, there are a number of best practices that revolve around relevant, deliberate and thoughtful **minute-taking** – all of which would be helpful for board secretaries to consider in light of today's legal and regulatory environment.

1 PREPARATION

- The minutes of the **previous** board meeting must be circulated for board review as soon as it is completed so that items, deadlines, and assignments remain relevant.

2 LENGTH

- Achieve an optimal balance between having too much content and that of being too ambiguous.
- Board minutes should not be a detailed transcript or verbatim record of what transpired during the meeting. It should instead include a summary of key points of discussion, decisions and recommendations with sufficient context and assurance that they were done properly.
- The length of key points and summaries should be commensurate to the importance of the item in the agenda. In other words, more important items merit a longer summary.

3 SUBSTANCE

- Minutes should include action items as evidence of directors discharging their duties. However, the company secretary must ensure that recorded action items are at the board level, and not focused on required actions for management.
- Minutes should reflect the fact that different viewpoints and various strategies were presented and discussed. There is no need to document the arguments. Noting that there was discussion and/or questions were asked (and answered satisfactorily) will suffice.
- The minutes must make it clear that directors understood, considered, and accepted the consequences of their decisions or actions.
- Record the assignment of tasks to individuals and their deadlines.
- Record when decisions have been reached, even if no formal resolution was made.
- When it comes to conflicts of interest, the board minutes should capture and identify the abstention or recusal of board members who have a conflict of interest regarding the matter at hand, and any actions taken by the board to address the conflict (e.g. confirm the absence of the director in the room).
- The board has collective responsibility for decisions. Avoid the naming of individuals in the minutes as much as possible. The exception to this is if an individual presents key information or makes a critical point. Use your discretion. Overall, the minutes should never be in a "he said/she said" format.

4 STYLE

- Avoid the use of adjectives and adverbs.
- Avoid spelling mistakes and grammatical errors.
- Avoid using acronyms or jargon unless necessary.
- Minutes should be written in reported speech (i.e. in the past tense).
- Maintain an impartial, objective tone. Avoid the use of opinionated language.
- Maintain a consistent writing style for board minutes. Additionally, committee meeting minutes should follow the same tone and style of the board minutes.
- Minutes should be written so that those who are not present can follow the flow of the discussion and the decisions made. They must be easy to interpret.

5 AUDIO AND VIDEO RECORDINGS

- Audio and video recordings should be avoided for the following reasons:
 - It can stifle debate or drive discussions outside of the meeting.
 - Individuals might be quoted out-of-context.
 - It is a security concern. The recording might fall into the wrong hands.
 - It is disclosable to future litigation.
- If recordings exist, delete them as soon as draft of the minutes have been created.

6 APPROVAL OF MINUTES

- Clearly mark all minutes as "DRAFT" until they have been approved.
- Once meetings are approved, destroy all drafts and personal notes. The approved minutes serve as the official record and singular point of reference for directors.

7 STORAGE AND DOCUMENT RETENTION

- With respect to the retention of board minutes, consider the following:
 - Board minutes should be retained for at least ten years (or as prescribed by specific regulating bodies or the law).
 - Along with the stipulated requirements of a company's articles of association, board minutes can be kept in (a) hard copy or (b) electronic form so long as the paper copy can be produced.
- Ensure the approved minutes are tamper-proof (read-only), accessible, and filed and stored securely. Companies must take precautions toward preserving the integrity and truthfulness of the record.

Circulate, review and publish meeting minutes seamlessly and securely with Boardlogic.

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