



How to run a board meeting

Creating effective board minutes

Jen Butler

Founder and Managing Director | Absolute Gems





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Jen Butler

Jen is a professional board secretary in both the public and private sectors. Working across a variety of industries, business types and organisations of all sizes, Jen brings a fresh and collaborative approach to governance organisation, planning and administration



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Absolute GEMS

Governance & Executive Management Support



**Why are
your minutes
important?**



Fulfil compliance requirements

1

Minutes are required of incorporated bodies in most jurisdictions

2

Legal compliance is about more than just taking minutes (creating the record) – safe storage and retrieval are also important

Demonstrate the integrity and process

1

**Minutes are an enduring record
of your board's deliberations**

2

**Decisions only or substantive
evidence of a thorough decision-
making process?**

3

**"A letter to the Judge" - courts
accept board minutes as the best
record of matters in dispute**

Protect organisational and director reputation

1

Minutes are evidence
(potentially) of how a board has
dealt with conflicts of interest

2

They can correct unfair
accusations of board
incompetence

Clarify responsibility and track implementation

1

Minutes ideally define the action to be taken and the assignment of responsibility

2

They establish an implementation tracking reference point

As a basis for evaluation and review

1

Minutes can and should be used to reflect on strategy and planning

2

Minutes should also help with evaluating board performance

Due diligence, induction, and audit

By recording past deliberations, and offering a window on current board issues and practices, minutes:

1

Assist prospective board appointees to undertake due diligence

2

Support an audit process

3

Assist new board members (and new executives) to 'get up to speed'

Document organisational evolution

Board (and general meeting) minutes are a first draft of a corporate entities history



Taking the minutes



Who should take the minutes?

1

Someone who has enough understanding of the business of the meeting to be able to record what is significant, but who is not involved in the business of the meeting

2

The minute taker should be sufficiently confident to query what is being discussed and/or decided

3

The minute taker is an extension of, and should be explicitly empowered by the board chair to seek any clarification needed

What should be in the minutes?

Basics Include:

- Title of the meeting
- Date and time (start/finish)
- Venue and place
- Participants (including comings and goings, quorum)
- A description of what business was dealt with, and in what order
- How the business was handled, what was decided (Procedure, discussion, resolutions, votes), and why

Lenses to review the minutes

1

Does it provide enough information that an absent director (or new director) can determine how and why decisions were made.

2

Is the information compliant and protect Directors decisions.

3

The minutes to record what is important so they are not lengthy and onerous to read

4

Is the tone and culture of the business reflected

How long should the minutes be?

1

Minutes are not a transcript of the meeting, and unless there are good reasons otherwise, board minutes do not document who said what

2

The extent to which matters are documented should be proportional to their substance or materiality

3

They should be an adequate description of the meeting for someone who was not present

Preparing and finalising the minutes

1

Draft minutes prepared and submitted for review by the chairperson within a day or two of the meeting.

2

Distributed to those present for confirmation or comment (ASAP), and then to anyone else required to act on them.

3

Formal confirmation by the board that they are a 'true and correct' record then confirmed by the chair.

4

Placed in an appropriate storage facility or board portal e.g BoardPro .



BoardPro demonstration

**Capturing and publishing
your minutes with BoardPro**

Start a free trial at
boardpro.com/free-trial




 Dashboard


Boards





AJAX




 Meetings

 Actions

 Decisions

 Between Meetings

 Documents


 People

 Settings



Sean McDonald
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 Notice

 Agenda ▼

 Board Pack ▼

 Minutes ▼



MayBoard meeting

Published Agenda

Edit Agenda

Take Minutes



Ready to
take
Minutes?



Minutes can be prepared in advance, added live during the Meeting as well as afterwards

Cancel

Take Minutes

Attendees/Apologies:

Attendees

Apologies

Content Director Sean
McDonald
Chair, Board member



Upcoming expert sessions

Make sure you watch the next episodes of “How to run a board meeting”



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vision and board agenda



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and write your board
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Fiona McKenzie

EP 4: How to get your
directors engaged



Jen Butler

EP5: Creating effective
board minutes



Giselle McLachlan

EP6: Management
accountability & follow- up



Thank you for attending!

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