

Minutes to Protect the Organization

The purpose of taking minutes is to protect the organization and the people who participate in the meeting. The minutes are not intended to be a record of discussions, or serve as a newsletter for the organization. Recent court decisions support this.

In the case, Multimedia Publishing of NC v. Henderson County, the court noted, "the purpose of minutes is to provide a record of the actions taken by a board and evidence that the actions were taken according to proper procedures. If no action is taken, no minutes (other than a record that the meeting occurred) are necessary."

In another case, Maready v. City of Winston-Salem, the court wrote, "generally, the minutes should contain mainly a record of what was done at the meeting, not what was said by the members. Their purpose is to reflect matters such as motions made, the movant, points of order, and appeals - not to show discussion or absence of action." This decision highlights what association counsel frequently emphasize when advising association executives regarding minutes - they should be kept as brief as possible, and should only reflect action taken at the meeting.



These guidelines will help volunteers and staff members take minutes that will protect the organization.

- Accurate minutes should be kept for all official meetings, including committee and chapter meetings.
- Minutes should be a record of what was considered and accomplished at a meeting, not a record of conversations, reports and work assignments. They should not include sidebar conversations, if they occur.
- Minutes should indicate the place, date and time of the meeting and the names of all participants at the meeting, including persons arriving late or leaving early, guests and staff.
- The ultimate legal importance of meeting minutes can be substantial if antitrust, tax, advocacy or other legal issues are raised in litigation or some other context. (In several antitrust cases, recollections by those who attended meetings were disregarded in the face of the official minutes.) Include a statement in the minutes about distribution of financial reports and approval or corrections to prior minutes.
- From time to time, minutes may contain self-serving statements to protect the organization, for example, "An antitrust avoidance statement was read and distributed

to the board.” This is to the advantage of the organization.

- Drafts of minutes, notes and audio or video recordings should NOT be retained in the organization’s files once the minutes are approved. The chief elected officer and staff must be sure they are discarded. The organization should have a policy about who may create audio and video recordings.
- Distribute minutes within a reasonable time following the meeting to those who attended, those who were supposed to be at the meeting and then safeguard them in the permanent files of the organization. If you distribute minutes electronically, be sure your bylaws and corporate laws permit this.

Consider asking legal counsel to review minutes before they are distributed to be certain no liability is created for the association.

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