**GUIDELINES FOR KEEPING MINUTES**

##### What to Include

*Robert's Rules of Order*, a manual for running nonprofit organizations, explains that minutes are a record of what was done at the meeting, not what was said. At a minimum, minutes should include:

* Name and kind of meeting. It could be a regular board meeting, an annual meeting, or a special meeting. If it is a special meeting, attach a copy of the meeting notice given to members.
* Date, place and time that the meeting began and ended.
* Names of the chair and secretary, or their substitutes.
* Names of voting members attending, and whether a quorum was present. You may circulate a sign-in sheet and attach it to the minutes.
* Names of guests and their subject matter. There is no need to summarize their remarks.
* Whether minutes from the previous meeting were approved, or corrected.
* Motions made. You must record:
  + The exact wording of the motion;
  + Who made the motion;
  + If a vote was held, the result of the vote, though not necessarily the number of votes for and against;
  + If adopted by consensus.
* Reports. Record the name of the report, the name of the member presenting it, and any action taken on the report. If the report was in writing, attach it, or tell where it may be found. An oral report may be summarized briefly.
* Other actions, assignments and deadlines, resolutions and recommendations should be briefly recorded.
* Secretary's signature, once the minutes have been approved.

##### Summarizing Discussions

Some boards may opt to go beyond the basics, and include additional items. For example, sometimes a summary of a discussion can give a more complete picture of the meeting. This can be helpful to members who could not attend the meeting, and to those looking back at the historical record of the organization. But it can make the minutes lengthy. Discussion summaries should be brief, and should never record the views of individuals.

Others are wary about putting too much detail in the minutes because it may cause disgruntled people to focus on the discussion that took place rather than the resolution that was adopted. Summaries, if included in the minutes, should be balanced and include major opposing viewpoints, even if they are not adopted

##### What to Leave Out

The minutes are a factual record of business. Do not include:

* Opinions or judgments: Leave out statements like "a well done report" or "a heated discussion."
* Criticism or accolades: Criticism of members, good or bad, should not be included unless it takes the form of an official motion. Thanks or expressions of appreciation should only be included if there was a clear consensus of meeting participants. (For example, by applause.)
* Discussion: If the organization has opted to include discussion summaries, do not personalize it by recording the views of individuals.
* Extended rehashing of reports: Just hit the highlights or key facts, particularly if a written report is attached.
* Identity of voters: Unless a participant asks that their vote or abstention be recorded, don't identify any voter by his or her position on the issue.

##### Approving the Minutes

Minutes do not become official until they are read and approved by formal vote or consensus. The Chair asks for corrections and additions, and calls for a vote.

Effective organizations dispense with reading the minutes at the meeting, sending a draft of the minutes to members before the meeting. This is a good way to save time, while also helping members prepare for the meeting.

##### Confidential Items

Occasionally a meeting calls for confidentiality, such as when sensitive personnel matters are being handled. In that case, the board may vote to go into executive session, restricting participation to members and invited guests only. The minutes of an executive session are read and approved only by those members attending the executive session. If they wish, the participants may opt to make the minutes more widely available, but the discussion must remain confidential. Executive session minutes are kept separate from regular minutes.