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Helping Education & Non-Profit Organisations Lead with Confidence

CLIENT ADVICE SHEET

Minuting Discussion and Challenge

What goes in the Minutes?

You've worked hard to fill your board. They all attend regularly, read the papers and ask great questions. But how should you show this in your minutes?

Accurate and well-judged minutes are a vital part of good governance. They provide an official record of what the board considered, the assurances it sought, and the decisions it made. Whilst boards do need to evidence robust discussion and challenge, naming individuals can discourage open debate, create unnecessary sensitivities, or blur the collective nature of board accountability.

As rule, don't attribute contributions

Unless a governing board has delegated authority to one individual (and, technically, even in that case), then responsibility is held corporately. The minutes should therefore summarise what the board (as the global sum of its parts) discussed.

But...

However, and there's always a however, it can be very helpful for minutes to indicate (usually generally) that a range of views/questions were considered before a decision was reached. This demonstrates good governance. The best approach is to anonymise contributions to the debate. I advise clients to use a pattern like this when documenting deliberations:

"Trustees received a paper on X and satisfied themselves that [summative sentence] by challenging/clarifying/asking about [Y, Z]. Having received information that [summary of exec response to questions] was the case, they resolved [detail of the decision]"

The summative approach can result in minutes which over/underplay the quality of debate (which is why Clerks/GPs should be properly paid at a level which recognises the professional judgement required for this important work)

A word of warning

Where there are instances of dissent and a governor/trustee wishes to go on record as disagreeing, that's fine. Seriously, we don't need groupthink on not-for-profit boards. Disagreeing agreeably is a quality of mature, effective boards. However, once a decision has been taken, even if it is on something which was put to a vote and only passed by the slimmest of margins, EVERYONE must abide by the collectively determined will of the board.

Being 'on record' as disagreeing or voting against a motion in the minutes is not a licence for dissention or disassociating oneself from a decision once a matter has been decided. All board members must publicly support it. If a board member is unable to do that, s/he will need to consider their position.

What to record (and how)

The aim of the table below is to help boards and minute-takers record discussion in a way that demonstrates effective oversight without crossing into attribution. The emphasis should always be on capturing the substance of the discussion—the key issues explored, the reasoning behind decisions, and the fact that challenge took place—rather than the personalities involved. Done well, this approach strengthens transparency, protects relationships, and reinforces the principle that the board acts and is accountable as a single corporate body.

Great minutes...	**Do ✓**	**Don't ×**
...focus on the issue, not the person raising it.	Summarise *what was discussed* and *why it mattered*.	Record who said what or attribute comments to named individuals.
...capture key themes or viewpoints.	Note the *range of opinions* or *arguments explored*.	Provide a blow-by-blow account or attempt to transcribe the meeting.
...show evidence of challenge and scrutiny.	Use neutral phrasing such as "The board challenged..." or "Trustees sought assurance on...".	Quote individual trustees or use language implying conflict or blame.
...summarise the rationale for decisions.	Record what influenced the final judgment (e.g., "After weighing risks and costs...").	Simply list decisions without context, leaving readers unsure how they were reached.

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Great minutes…	Do ✓	Don't ×
…reflect areas of consensus or divergence.	Mention if there were differing views without naming who held them.	Present discussions as unanimous if there was significant debate.
…use collective language.	Phrases like "The board agreed…", "It was noted that…", "Some trustees expressed concern…" keep the tone impartial.	Use personal pronouns ("John questioned whether…", "Mary disagreed with…").
…are proportionate.	Focus on *assurance*, *decisions*, and *actions*.	Include unnecessary operational detail or verbatim exchanges.
…protect confidentiality.	Record sensitive discussions in summary form only, avoiding identifiers.	Include references that could compromise individuals or relationships.

And finally

Remember you should…	Do ✓	Don't ×
…approve minutes promptly.	Ensure they are agreed as a fair and accurate summary at the next meeting.	Let drafts linger unapproved, which risks memory drift or disputes later.

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