Damn Good Advice for Board Secretaries

27 questions every not-for-profit secretary needs to ask

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Damn Good Advice for Board Secretaries

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Introduction

So you're thinking about taking on the role of secretary?

Good for you!

Secretaries aren't always given the respect they deserve. The role they play in not-for-profit governance is important, and it's not just about writing the minutes or filing the papers. The secretary is a critical member of the leadership team, a fundamental knowledge resource for the organisation, and the person who keeps track of the organisation's governance obligations.

Australia has about 600,000 not-for-profit organisations, of which about 500,000 are sufficiently organised to have a committee and office-bearers. Even if we make allowance for those shining lights who are secretary to two or three groups, that means one in roughly every 50 Australian adults is currently a secretary. And secretaries typically serve for a few years and then pass the torch along, so let's say about one person in 20 will be a secretary at some point in their life.

Is that a lot or a few?

The average Australian household consists of 2.6 people, which means close to one in every 20 houses is home to a not-for-profit secretary right now. Go out in the middle of the night and yell through a megaphone: "Secretaries, come out!" That should get you some responses, and they can tell you all about the role.

Alternatively, you could read this book, which has been designed to help make your job as board secretary that little bit easier. This guide, and its companions, *Damn Good Advice for Board Members, Damn Good Advice for Treasurers,* and *Damn Good Advice for Chairs,* can help improve your understanding of your governance role within your organisation.

Denis Moriarty
Group Managing Director
Our Community

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1.

Overview

1. What is a secretary?

In any community group, the secretary is the person who keeps the mechanism turning over.

In small organisations the secretary does things; in larger organisations the secretary tells someone to do things; and in really big organisations the secretary is told that someone has done things. In this guide we'll tend to say, for simplicity's sake, "The secretary does such-and-such'' rather than "The secretary ensures that such-and-such is done." In a big organisation the secretary takes a general overview, while in a very small organisation they're virtually the unpaid manager.

The secretary doesn't have to be a member of the board, although in small organisations that's the norm. The secretary can be the CEO, if the constitution allows it, or another employee. In a company limited by guarantee (that's a specific legal structure), the company secretary can even be someone hired in from outside for the occasion. In this guide, again, we're thinking more of the board member kind of secretary, though some of the tips we offer are applicable to anyone in the role.

Secretaries can be elected by members at the annual general meeting (AGM), and most are. Some are elected by the board from among its members, which is probably more sensible (the board has a better opportunity to see the secretary in action than the AGM does). Some are appointed. Anyway, the process will be specified in your constitution.

Whoever fills the position, though, and however they get there, they're the person who knows how things work.

The trouble is that competence has never been seen as sexy. The word "secretary" has always been contested between two ends of the spectrum of power.

Being *the* secretary of the Department of the Prime Minister and Cabinet is a position of awesome power, whereas being *a* secretary in the Department of the Prime Minister and Cabinet is an entry-level role. You want to be in a position where people think of the first meaning, not the second.

2. What skills do I need?

Before we discuss the qualities of the perfect secretary, let's make two things clear.

1. You're not expected to have all these good qualities on day one. You develop these skills by practice, and you polish them by getting in and out of difficulty.
2. However poorly you think of your talents, there are a whole lot of secretaries out there who are much worse at it than you are.

If you start with all the following competencies, wonderful. If you don't, well, there's an opportunity to learn something new. You'll find your confidence grows as you go a few months – or years – without anybody noticing your mistakes. They don't notice your mistakes, incidentally, because if they did they might get drafted themselves, and they don't want the work.

Writing skills

If you can write a clear sentence, you're fine. The kind of writing that secretaries do is the simplest there is. You don't need any frills or embroidery – you just need to be clear.

That would be easy enough if other people were clear, but they're usually not. You may have to ask for clarification across the board table. Generally, though, most discussions end up in the form of a motion, and at least you can force the board to give that to you in writing.

People skills

Like everything else in life, secretarying is easier and less eventful if you can handle the people you're dealing with so that your arguments are about actual issues rather than pointless distractions. Soft answers, tact, patience, suffering fools gladly, counting to 10 before speaking, not taking offence readily – all these, employed judiciously, can smooth your path.

Administrative skills

Depending on the size of the organisation, your administrative duties can range from filing and changing printer cartridges up to briefing lawyers and negotiating with commercial partners. At either end of the scale, though, you need to appreciate the basic principles of administration.

- Everything's connected to everything else. It's like chess; practically any action you take means that you have to consider all the possible consequences and make contingency plans. Who needs to be informed? Who needs to consent? And, most importantly, what has to be done next?
- Write everything down. All the office-bearers may change at any election, but the organisation still needs an organisational memory. If a decision has been taken, it has to be recorded. If there's anything that would be useful to the next incumbent, write it down.
- Don't sweat the small stuff. Don't spend longer on minor items than their importance demands, and certainly don't worry about them afterwards.

Record-keeping skills

Once you've written everything down, you need a system for finding something again next time it comes up. You need to remember to use the system, and you need to remember how it works.

Technological skills

We can't tell you which tech skills you're going to have to brush up on, if only because they're going to change rapidly over time. Before 2020, who had heard of Zoom? Online systems that are now accessible only to big rich companies will spin off cheaper alternatives and become the norm. You will have to keep up with online meetings apps and board portals (online sites for board papers and the like), and have a broad familiarity with social media.

All we can ask is that you stand ready to adopt and adapt to new technology as it becomes available to the general public.

Governance skills

In most organisations the secretary is in effect the governance officer. You're the one who deals with the regulators. You're the one who schedules regular compliance checks to make sure the board can certify you're obeying all those fiddly little laws. You're the one who has to set up the AGMs (annual general meetings) and SGMs (special general meetings) that legitimate your positions. You arrange for the things that have to be done to be done, and see that the things that should not be done are avoided.

You have to see that things are done when they should be done, and recorded when they should be recorded.

This is, at times, going to involve telling other office-bearers or staff that they can't do what they want to do, or that they have to spend money on things they don't want to. You're never going to have more leverage, though, then when you're able to underline your arguments by adding "And not only that, it's illegal."

Training

If you really feel you need to brush up your skills in any of these areas, don't hesitate to insist that extra training is provided. There are a number of specialist not-for-profit governance courses – see, for instance, the Institute of Community Directors (ICDA) Diploma of Governance, at **https://communitydirectors.com.au/training/diploma-overview**.

3. What do I have to do?

The word "do" has different applications in associations of different sizes. In small organisations, you do the following things; in large ones, you tell other people to do them.

You handle the paperwork

"Paperwork" is almost entirely online these days, but the point remains. There's a truckload of documentation involved in almost anything these days, and it's your responsibility. There are pages you have to write, pages you have to keep, forms you have to fill out, and manuals you have to refer to. That could extend to the constitution and bylaws. It should be the secretary who arranges for regular reviews of your policy bank and, once every couple of years, your constitution, to make sure that it still covers what it needs to cover and that you've learned the lessons of any problems that have arisen. There are a lot of things that other people think are important, a much smaller number that you think are important, and an even smaller number that actually are important – but they all take time.

You facilitate productive meetings

Meetings are going to take up a lot of your time. After discussing the state of affairs with the chair, you arrange the agenda, circulate the papers, take the minutes, and bring out the rules when necessary. Meetings, too, are about the only time anyone can actually see you working, and they'll tend to think of you in that context. You can also review the functioning of each meeting, and of all meetings generally, and their place in your governance, and how they can be made more effective in pursuit of the mission.

You look after the membership roll

You keep the register of members, which is not as simple as it sounds. A reliable, up-to-date list of members is like toilet paper: you don't think about it much in normal times, but when trouble hits you you're very grateful indeed to have it.

You report to the regulator

Australian law regarding not-for-profits is a mess, with each state having several different streams of regulation (operating, gambling, fundraising, events), and each legal form (company, incorporated association, cooperative) having at least one regulator. It's your job to keep on top of the paperwork and give your interrogators the information they're demanding, even if they're just going to dump it in their filing cabinet and never look at it again.

One aspect of the confusion surrounding regulation is that dealing with the regulator is actually the job of what most Associations Acts call the "public officer". Nearly all organisations are sensible enough to make the secretary the public officer automatically, and some states and territories put that in the legislation, but check it out.

You make the job as big as you like

In theory, there is no particular hierarchy among the officeholders of the board, and the chair is, at best, the first among equals. The secretary, the treasurer and the vice-chair are, together, the leading element of the organisation, with the CEO, and as secretary you shouldn't underrate your importance.

Your opinion – your very much informed opinion – counts for a lot. As secretary, you know the mechanics of how things are supposed to happen, and how things have actually happened. If you want to have an influence on the direction of the organisation and shape its governance, you can, even if only by drafting the paperwork yourself to ensure that decisions tend to lean towards your point of view.

It may sound a little presumptuous to suggest that an unpaid volunteer with many other responsibilities and insufficient hours in the day should actually go out of their way to ask for more work. You are a volunteer, after all, and you don't *have* to do any of this – but the fact that you *are* doing any of it generally means you want to do it right. If you're seeing your role comprehensively, it includes considerable responsibilities:

- You could be involved in the drawing up of board recruitment lists, recruitment efforts, and filling gaps in the board's skill set.
- You can oversee the organisation's systems for ensuring that it's compliant with its legal obligations, its social obligations, and its obligations to those you were established to serve.
- You could organise the annual review of the CEO's performance, getting a subcommittee together with a proper balance of support and inquiry and a range of relevant perspectives.
- You can organise feedback from board members on the board's own performance, and schedule and organise the regular board reviews that every board should insist on.

All of these things have to be done by somebody. The person who can do them best – so that they build the strength of the organisation – is probably you. If you don't do them – and your time is limited – then take responsibility for assigning them to somebody else.

It should be clear by now that you're far more than a glorified typist taking dictation. Knowledge is power.

Position statement template

See Appendix 1 (page 39) for a full position statement template for the role of board secretary.

4. What do I have to be?

The description of a secretary's duties involves a number of value judgements that allow you quite a lot of wiggle room but that nonetheless point to aspirations that should shape your practice.

True and correct

Your minutes have to be true and correct. Truth isn't a simple concept, for philosophers or for lawyers, and it has many different significations in different contexts. What the requirement says, though, is that you're supposed to be able to be relied on. You're not to bend, twist, or invent statements. You're not to give different accounts depending on who you're speaking to. You're not to allow your biases to distort the official record. Within the conventions of official papers, and within the limitations of the various constraints on information flow – privacy concerns, commercial-in-confidence, decisions taken in camera – you are expected to be helpful. It's not just a matter of your intentions, either: you're expected to have read the papers and to know the rules and to be capable of making an informed judgement as to what in any situation *is* true and correct.

Prompt and knowledgeable

A lot of the tasks that the legislation or the constitution places on your shoulders come with loose time limits. You have to, for example, inform applicants for membership whether they've been successful "as soon as practicable". Membership delayed, the law feels, is membership denied, and the same principle applies more widely.

For simple practical reasons, you're expected to pay the bills on time, get in your reports to the regulators when they're due, and get submissions for grants in before the closing date. You need to be prompt and punctual and shun procrastination. Write your minutes before you forget, reply to correspondence as soon as you can, and return phone calls, texts and emails on the same day, even if only to say that you're working on it.

In this context, "knowledgeable" means not so much knowing everything yourself as knowing who would know and going and asking them, or at least knowing where to find out who's responsible.

Methodical and careful

The secretary is the keeper of the records. You have to have a system that sets out what information you have to collect, where and how it's kept, who has a right to see it under what circumstances, and what it's going to be used for.

Being responsible for the records doesn't mean you have to keep them in your own custody under your own bed. You do have to have ready access, though, and nobody can keep them from you.

The most important set of data you hold is the membership list, because that says who's entitled to vote at the general meetings that elect you and the rest of the board.

Impartial and unbiased

As secretary, your duties unavoidably involve you in most of the contentious bits of governance. You're the first stop for (among other things) complaints, membership applications, appeals against expulsion, and calls for special general meetings. You may – you should – have an opinion on whether the complaint is frivolous, the application should be refused, the expulsion should be expedited, or the SGM should be allowed to waste everybody's time, but that can't be allowed to affect anybody's confidence that all these operations will be done by the book.

On strictly practical grounds, you won't be long in the job before you realise that trying to bury arguments only gives them extra zombie strength and persistence. It's far better to be genuinely helpful and allow others to realise the futility of their case for themselves.

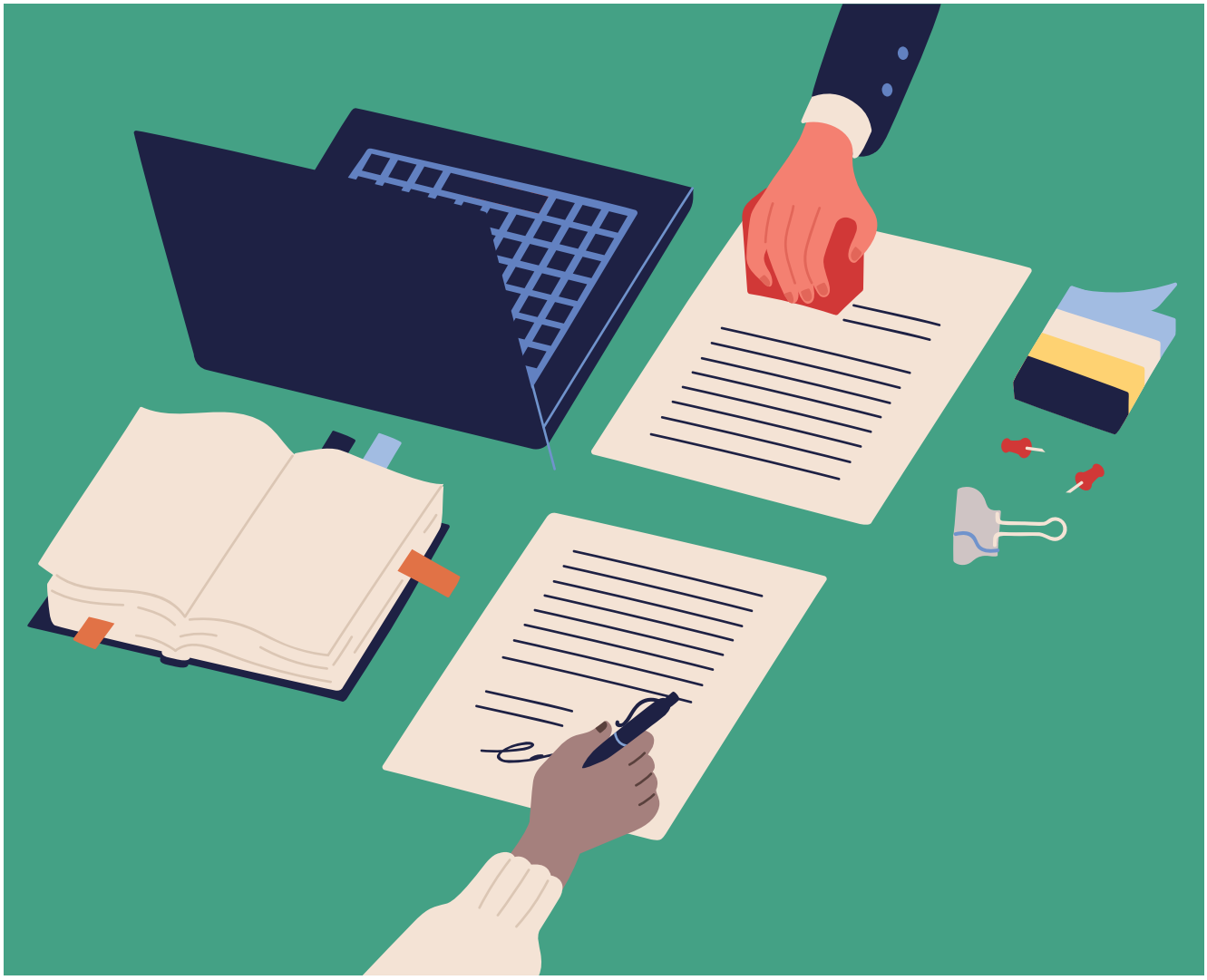
5. What powers do I have?

If you're a member of the board, you have the same powers as every other member, which is basically not very much (the board as a whole has all the power going, but the individual member has only their vote).

In addition, you can draw on some other sources of authority, outlined here.

Legislative powers

There are some things that the law actually says are your job. And anything you're specifically charged with doing you can probably do the way you want to without having to take instructions from anyone else. Unfortunately, different states are absurdly at variance about what these things are. In NSW, for example, the



Associations Act mentions the secretary 59 times, in Queensland, 32 times, and in WA, once. Some Acts go into a lot of detail, others don't, and the ones that do go into detail don't all concentrate on the same things. Yes, the law in this area is an unholy muddle.

This means, obviously, that the legislation doesn't necessarily mention all that you're authorised or mandated to do or all that you're responsible for. You have to get most of that information from unspoken conventions, i.e. the way the last secretary did it, and from this guide.

Check out the relevant legislation anyway. What's the relevant legislation? Most Australian not-for-profits are incorporated associations and are governed by the relevant state or territory Associations Incorporation Act (check your organisation's constitution). Other legal structures for not-for-profits include unincorporated association, company limited by guarantee, cooperative, Indigenous corporation and trust.

All the legislation is online, so you can find it via Google by searching for "Associations Act Tasmania", for example (or Victoria, NSW, WA, NT… whatever applies to you).

Constitutional powers

Your organisation's constitution will probably give you a number of jobs. Even constitutions based on the model rules, though, where you just adopt your state or territory's recommended clauses, aren't standardised across the country and don't in any case cover all the things you have to do. Read the constitution carefully anyway, because you can be pretty sure that nobody else in the organisation has read it recently and that if anyone's going to keep the board on the straight and narrow path it's probably going to have to be you.

Again, if the constitution says something is your job you have a good case that (within broad guidelines) you can do it your way.

It's fairly hard for the organisation to remove you from your role via anything the constitution says. You'll want to get on well with your fellow board members and make friends, but from time to time you may end up on the wrong side of the argument and find that a majority want to take the job away from you. At this point, what happens next depends on your constitution.

Some constitutions – not many – take the sensible course of having the members at the AGM elect the members of the board (not specifically the office-bearers). Then the board, when it meets, elects the office-bearers. If you've been voted in as secretary by the board, the board can vote you out with no more ado.

Most constitutions, though, and all state and territory model rules, say that the AGM elects the office-bearers. If that's the case, then the organisation can remove you from your role only by going through the long and complicated procedures provided for expelling a member from the board or from the organisation. This will certainly entail an appeal to a special general meeting, which you will be in charge of organising.

At this point, mind you, you might well ask yourself if your talents would be better exercised elsewhere.

That is, of course, a very unlikely course of events, and in the vast majority of cases the job will be yours as long as you like it (unless your constitution has term limits, which some do).

Administrative powers

Your main power is that you're doing a job that everyone agrees has to be done, as a more or less impersonal and bureaucratic servant of the machine. Secretaries seldom attract controversy the way more public operatives such as chairs can.

That anonymity has its advantages. Secretaries aren't seen as powerbrokers, but they are. All the tasks you're set involve decisions – who's a member, what papers are confidential, what gets on the agenda – and at the margins your decision counts. You can nudge the organisation in one direction or another through your control of the minutes and the agenda. You pay for that power by doing the work, certainly, but it's real power nonetheless.

2.

Meetings

6. What's my role before and during meetings?

Meetings aren't all there is to the secretary's job, or even the most significant part of it, but they're certainly the most conspicuous bit and the one that people tend to judge you on.

Most people dislike meetings. At their worst, they're boring, they're bureaucratic, they're time-consuming, and they bring out people's worst qualities – vanity, pedantry, indecisiveness, and the love of their own voice.

There is a reason, nonetheless, why every human effort since the creation of the pyramids has involved lots of them. Collective endeavours require coordination and cooperation, and it's easiest to exercise these when all the people who have to agree are in the same place, whether physically or online.

By being thoroughly well prepared for meetings, you can minimise the friction involved for everybody, and help to get things wrapped up with the minimum time and effort and the maximum productivity.

7. What goes into the agenda?

As little as possible. If something can be sorted out informally without going to a board meeting, take that route. The board is supposed to sign off on every important decision, but they don't have to – and generally can't – be involved in all the preliminary stages. Only the last decision stage needs to be thrashed out in public. Ideally, the arguments for and against a motion should have been written down in advance and circulated to board members before the meeting.

It's the chair's meeting to run, and correspondingly the chair gets the biggest say on what's discussed in it . The chair wants things to run smoothly, without surprises, and will as far as possible manage the business to ensure this happens.

Arranging things outside the meeting may lead to charges of contempt for democracy. In practice, operating outside the meeting is inevitable. You have to retain the consent of the board in general, but you'll find that in a choice between 'more democracy' and 'less work' most board members will favour the latter. The business of the organisation must be carried on expeditiously.

Prioritisation

Drawing up the agenda for the next meeting involves getting together with the chair and the CEO (in person or online) and deciding on what's important at this time.

This will entail

- identifying matters arising from the last meeting
- consulting with the chairs of any ad hoc or standing committees to see if there are any matters they want to come before the board for decision
- packaging the organisation's responses to the new threats and opportunities that have ambushed it since the last meeting
- fitting in any seasonal business (budgeting for the new financial year, reviewing compliance, arranging for the AGM, etc.)
- finding time for long-term development of the organisation.

Categorisation

Once you know what has to go in the agenda, you have to order the items, sort them into categories, and package it all up. Debates on the board are not philosophical discussions or academic explorations. They are simply the way to reach decisions, and most people have great difficulty extracting decisions out of discussions unless the possible directions are clearly identified in advance. If an issue hasn't reached the stage where you can list the possible alternatives with the pros and cons of each then it's probably not ready to put before the board.

Decide

(a) which matters require board decisions (you'll need to circulate accompanying papers beforehand for these)

(b) which matters require board discussions (and circulated papers)

(c) which matters are simply timewasters that shouldn't be on the agenda at all

(d) which matters are things the board needs to be told about (in circulated papers) but aren't so important that they justify taking up meeting time to discuss.

Put these last d-level items on the agenda with a star, meaning that unless anybody specifically asks for them to be discussed they'll be adopted as a package. After the meeting, a starred item is recorded in the minutes as having been considered, and any motion contained in those papers is recorded as having been adopted.

Sub-committee reports will generally fall into category "d" unless they're referring any decisions upward to the board.

Rank your agenda items by their urgency and their importance and number them accordingly.

Motions

Include the wording of motions in the circulated agenda so that people can work out where they stand. If people don't like the motions they can vote to change them during the meeting.

You don't want to debate "What do we do now?" You want to debate "Do we adopt proposal one, proposal two, or proposal three?" All board business should be kept as concrete as possible. Even theoretical discussions should be based on specific alternatives.

The mission

It's all too easy to fill your meetings with the things that happened last month and overlook the things that haven't changed, such as your commitment to the mission. When you're drawing up an agenda, the main thing is to make the main thing the main thing.

Every meeting has to have a strategic focus. You should be able to say before the meeting what new goal you're trying to achieve, and you should know after the meeting whether you've met that goal or modified it. And you ought to know where the arrow of destiny is pointing, and what you have to do next along that path.

You should consider using your strategic objectives as agenda items on a regular basis, as this will direct you towards the things that matter and what you're doing about them (the chair may even wish to give individual board members portfolio responsibility for these).

Strategic agenda planning draws board members away from the inherently backward-looking nature of reports and updates and involves them in future-oriented discussions and debate.

Keeping the dream alive takes work.

The ideal

In an ideal agenda:

- The agenda is structured to reflect the particular aims of this meeting, rather than being identical to all previous agendas.
- Each item requiring a separate decision is listed separately, with a one-paragraph summary provided to ensure everyone attending the meeting is at least moderately well briefed about what's going to be discussed. Each such item is backed up by a written motion.
- The agenda is easy to read and navigate, and the text is big enough for people with weak eyesight to read.
- The agenda is pithy, with enough information given about each item to give a good overview of the issue without being cluttered with irrelevant details.
- Urgent items and those requiring energy and fresh ideas are placed towards the top of the agenda, leaving scope for less important items to be deferred if time runs out. Complicated issues, or those that require more detailed attention than an ordinary meeting can allow, are saved for a special meeting or sent off to a subcommittee.
- Each item is marked clearly as for decision, for discussion, for information, or for action. There's a suggested time allocation next to each item, with more time allocated for issues of higher importance.
- A recommendation (or several recommendations that clearly show the options available to the board) is provided for each agenda item that requires a decision. These recommendations are expressed clearly and are free of ambiguity.
- Supporting materials (budget sheets, reports, etc.) are clearly marked (e.g. Attachment One), with the number noted in the corresponding agenda item.

If you can't get through the agenda in the allotted time, it's a reason to examine your procedures and see what you're doing wrong.

Try to keep it to a maximum of two hours; people's attention falls off rapidly after that.

In-camera sessions

Occasionally there are matters that you'll want to keep private: commercial-in-confidence stuff, personnel matters, details of complaints, and the like. It's for the chair, or possibly the meeting, to decide whether and when you go into an in-camera session. It's your job to ensure that those bits of the agenda and papers are recorded separately, with the appropriate cautions, and circulated only to those entitled to see that material. You'll also have to ensure that confidential board material is stored in a secure location and isn't open to public scrutiny. You can't, though, keep it from any board member.

Board meeting agenda template

See Appendix 2 (page 41) for a board meeting agenda template.

8. What goes in the board papers?

As a general rule, anything that's important to be up in front of the meeting for decision is important enough to have some supporting materials attached, even if it's only a page of dot points. Having the arguments (pro and con) down on paper also makes it much easier to keep the discussion to time. Have the papers clearly labelled and linked to the relevant agenda item.

Supporting important decisions with a paper trail shows that all necessary information was before the board when the decision was made. It also demonstrates, if questions arise afterwards, that the board was doing its job. If a matter comes up without any documentation, and it's not absolutely urgent, it's probably a good idea to put it off until the next meeting and get something on paper. Putting your thoughts down is a useful exercise, too, in clearing your thoughts and encouraging you to consider all possible scenarios.

You don't have to write the papers yourself, of course. That task should be handed to the people who know the most about the topic – which, if you have staff, will probably be the staff. Or you might have other board members who are knowledgeable in the field.

You may have to call on the chair or the CEO to make sure your assignments of responsibility are taken seriously, and you might have to monitor the timelines carefully and issue reminders. It's rare for a board member to carry out a task without being reminded at least once. Both you and the chair should schedule time to review the documentation before the meeting, just to be sure.

As a side benefit, circulated papers do cut down the work you have to put into the minutes. You don't have to reproduce the debate if the board is going over the ground in the papers (though you might note any important new points only raised on the day).

A good secretary – backed by a good chair – lets it be known that the board is supposed to do its reading, or else. There are few things more depressing for a secretary than turning to the agenda item dealing with a 30-page report and hearing the speaker almost drowned out by the furtive flicker of pages as every single member of the board stealthily tries to work out what it actually says.

The agenda and supporting documents (reports, minutes of previous meeting, etc.) need to be distributed at least a week before the meeting – by email, unless there are good reasons why any board member can't use it. If you can't get the papers out in time, postpone the meeting unless something on the agenda is unusually urgent. If you have to hand out papers at the meeting, apologise for it.

Secretary's diary: the one-month view

Successful board meetings require planning. Here's what your diary might look like in the month between meetings.

Monday	Tuesday	Wednesday	Thursday	Friday	Saturday	Sunday
1	2 **Board meeting**	3	4 Produce draft minutes	5 Circulate draft minutes for comment	6	7
8	9 Helen to submit first draft of client report	10 Discipline Committee to submit findings	11	12 Nidi to submit written report on Children's Camp	13 Circulate final minutes	14
15 Vinh to submit written report on property valuation	16 Corrected inquiry submission received	17 Chris to submit written report on legal advice	18 Inquiry submission sent off	19	20	21
22 Finish meeting papers Finalise agenda	23 Send out meeting papers	24	25	26	27	28
29	30	1	2	3	4	5
6	7 **Board meeting**	8	9	10	11	12

9. Who gets the coffee?

One of the problems of any board secretary is distinguishing between “secretary” as in “secretary of the Defence Department”, and “secretary” as in “Would you please bring us some coffee, Janet.” You don’t want to encourage this confusion, and so you should avoid being associated too closely with tea and biscuits.

Even so, the preparation of the meeting room, and the provision of social lubricants like beverages and finger food, does fall on your shoulders. Even the best meetings are tedious at times; you don’t want anybody to have an excuse for additional complaints.

For the meeting itself you have to open up the building, set up the tables and chairs, turn on the heating (or the airconditioning), get spare copies of the papers in case somebody’s forgotten theirs, put out water and glasses, set up the computer(s) for minute-taking and for any electronic attendees, check the clock, and make sure you’ve got a pen.

For after the meeting, delegate someone to slip away before the end to boil the kettle and put the biscuits on a plate. This may sound almost too trivial to mention. Meetings, though, should be more than just dry motions; they’re also a bonding mechanism and a setting for fruitful information exchange (or gossip). The tea and biscuits (don’t skimp on the biscuits) are the governance equivalent of the school playground, where much of our real education goes on.

These exchanges are what online meetings can’t provide, which is why outside pandemic periods you shouldn’t rely on them entirely. Human beings have evolved over the millennia to grunt at each other and groom each other’s hair for edible ticks, and even social media can’t quite fill that gap.

You do want board members to be friendly, as a preliminary to mutual trust, and you might consider an annual Christmas party where they could meet the staff.

10. What goes on the record?

The minutes are essentially the playing out of the agenda. The agenda should provide the headings for your notes. Ideally, the meeting papers will fill in most of the rest.

To begin with, head the minutes with the name of the committee or board that is meeting, the date, the time, the venue, and the name of the chair.

Some of the things about minute-taking are compulsory. The law (statutory or common) insists that certain things be set down in black and white.

Who’s present?

The secretary has to record the names of everybody who is present. This responsibility is occasionally written into the relevant state or territory legislation, but even where it’s not it’s still legally required in order that board members can be held responsible for their decisions.

To be on the safe side, the secretary should circulate a sign-on sheet (see below) at each meeting to make sure that nobody gets missed because you don’t recognise them, or you forget them, or you can’t read your own handwriting. Add the names of any members who are attending online.

If your board allows proxies (most don’t), ask if anyone’s holding any proxies, and collect their forms.

	2-Feb-21	2-Mar-21	6-Apr-21	4-May-21	1-Jun-21	6-Jul-21
Di Venuto, G.						
Golowitz, H.						
Hall, J.						
Jobs, K.						
Kaprowsky, N.						
Ng, S.						
Oliver, O.						
Singh, T.						
Tester, D						

Sign-on sheet

People at the meeting who aren't board members – CEOs, staff support, subcommittee chairs, invited stakeholders – should be recorded as "in attendance". The board, through the chair, can invite anybody it wishes to attend (and can bar anybody who isn't a board member, if they want to).

Apologies

After you've recorded who's there, the next thing is the people who aren't there – the people who are in hospital or overseas or at their child's graduation and can't attend. In order to count as an apology rather than an absentee, they must have contacted the secretary and made their excuses. Just not turning up does not constitute an apology in any sense of the word, and shouldn't be recorded as such.

You don't have to accept an apology, as a meeting or as an organisation. If your constitution contains any sanctions for non-attendance (not all do), it makes a real difference whether someone has been given permission or not. If any member of the board feels that the excuse given is unsustainable, it's open to them to move that it not be accepted. This means that ideally there should be a motion to accept the apologies before you proceed to the next item rather than simply reading off the list the people who aren't coming.

A board member can apologise for their absence from part of a meeting and turn up for the rest. Your minutes must record their arrival at the point they breeze in, so they won't be associated (for good or ill) with motions that were passed without their participation. If someone leaves early, then that too should be noted.

Minutes of the last meeting

At some point in the meeting the minutes of the last meeting will be put forward for approval. Make any amendments to the text and have the chair sign the final version, which has the advantage of designating the approved master copy and discouraging anyone from trying to sneak in an amended version later.

Conflicts of interest

At the start of the meeting, ask anyone who has a conflict of interest over any item to declare it. What happens after that – whether they have to leave the room, or not speak, or not vote, or vote only if the rest of the board agrees – depends on the relevant Act that governs your organisation, and your constitution, and your conflict of interest policy (yes, you should have one). It isn't particularly a matter for the secretary. Leave it to the chair. Whatever happens, though, it must be recorded in the minutes to show that your board has been following the Act, the constitution and the policy. If it's not recorded that Mr Jones left the room for the discussion of the item concerning the purchase of his property at market rates, it's going to be presumed he didn't, and if anyone down the line has an interest in making difficulties, then Mr Jones will have questions to answer later.

Quorums

If anyone calls for a quorum – that is, if anyone says there aren't enough people present to hold a valid meeting – this has to be noted in the minutes. The exact number you need should be in your constitution. If there isn't a quorum present, the meeting ends.

Proxies aren't counted in the quorum, but electronic attendances are.

New members

Virtually all state and territory model rules, and most constitutions, say that the board has to approve new members. That is, it's not enough for a new member to have paid their subscription; there has to be a motion by the board approving their membership. The secretary should run a list of all membership applications in front of the board (if only because it prevents any sudden membership-stacking ambushes), record the approvals (and refusals, if any), and enter these into the register of members.

Common Seal

One medieval relic that still complicates life turns up in the Associations Act of some states and territories. It goes something like this:

> *The association shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by…. [e.g. the chairperson and the secretary].*

The seal – or, in practice, the rubber stamp – can be (but doesn't have to be) used on such things as large property transactions. It's highly unlikely that you'll ever have to bother with it – but if you do, it has to come to the board and be recorded in the minutes.

The debates

Taking the minutes is nothing like taking dictation. You don't have to cover everything that was said – you only have to be able to show (a) that these matters were discussed; (b) who was there when they were discussed; and (c) what decision was eventually taken.

And (d) on request, you have to be able to show who voted and how.

You may need to develop some form of shorthand to be able to keep on top of a fast-moving discussion. You can, if you want to, take a sound recording as backup.

Decisions

All decisions must be minuted. A decision is, specifically, what's been passed in a motion. If you all just happen to agree on a point, without taking the next step and moving a motion, that means nothing and has no legal effect.

Somebody says "I move we (do whatever it is)", someone else seconds it, there's a discussion, there may be amendments, there may or may not be a formal vote, and the chair says "The motion is [or isn't] carried."

Recording motions isn't always easy, because people tend to try to adjust their proposals on the fly – to change words and then change them back, to accept amendments (or parts of amendments) or simply to forget their original phrasing halfway through the discussion. For anything more complicated than "Are the minutes confirmed as an accurate record?" it's almost always best to ask for a motion to be given to the chair in writing. That also helps the chair to check whether the motion is unclear, or ambiguous, or objectionable (unconstitutional, say, or defamatory).

The secretary should keep a record of every stage of the motion: the original, the amendments that were accepted from the floor, the amendments that were included only after a vote, and the final version that was carried.

If a motion is withdrawn before being voted on, you don't have to minute it (but you can if you want to).

11. What if I find multi-tasking difficult?

It may seem obvious that if the secretary is responsible for the minutes, then the secretary also has to take notes at the meeting and write them up afterwards, but it's not quite that simple. The secretary is responsible for ensuring the minutes are taken, but it's possible to delegate the actual function to someone else.

The secretary is a full member of the board, and is charged with the same responsibilities as any other board member. That means the secretary must make their views known when they're relevant. While the minutes must be seen by other board members as an unbiased and objective account of what occurred, this doesn't mean you're forbidden to have an opinion on the merits of a motion, or to voice that opinion at the meeting. It's not always an easy line to tread, but it has to be done.

This does create a difficulty. It's not easy to both follow the discussion – analysing the arguments as you go – and also record everything as it happens. There's a good chance that either you'll let something pass in the discussion because you're taking notes, or you'll miss something that you should have recorded because you were waiting impatiently to refute a speaker's misapprehensions.

"It's not easy to both follow the discussion – analysing the arguments as you go – and also record everything as it happens."

Minute-taking does require some concentration. For this reason, it's hard to get closely involved in the debate if you're taking the minutes. If you're planning to take a major role in the discussion of any item then it might be a good idea to delegate the minute-taking to someone who's less closely concerned.

Some boards resolve the issue by having one of the staff take minutes. You could pass the job to the CEO, but if you then want the CEO to take part in the discussion – and you generally will – then the CEO inherits exactly the same problem.

Some boards that don't have staff to draw on have been known to pay someone a fee to do the job. Don't rule this option out just because you think it's the secretary's job: that may be a false economy. If there's a particularly contentious issue in front of the board, an impartial recorder (under a confidentiality agreement) may help you move through the business of the meeting more smoothly.

And then there's the technological alternative. It's possible to record video and audio of the whole meeting. Some Australian municipalities not only record the proceedings but publish them online, to convey the experience to people who weren't able to turn up in the public gallery on the night. However, most council meetings are open to the public anyway, whereas most general meetings, and nearly all board meetings, are for members only, and different considerations apply.

Most organisations that record meetings do it only to supplement the meeting notes, using the recording to prompt the memory of the minute-taker while writing the minutes, or to replace it altogether. The downside, of course, is that working from the recording involves reliving the experience in real time, which is always time-consuming and sometimes depressing. Notes are quicker.

Most organisations that do record meetings don't keep the files for long. After the minutes have been approved, the recording is deleted.

If you are going to record a meeting, say so at the start (or put up a notice). If nothing else, it may make people think twice about what they're going to say. If you're meeting via Microsoft Teams, GoToMeeting or Zoom, it's easy to use the built-in recording function.

12. What about Zoom?

Are you allowed to hold meetings online? This is the 21st century, after all, and we are no longer living in the late middle ages.

The COVID-19 pandemic spurred a giant leap in the adoption of online meeting technology. Previously some, but only some, of Australia's state and territory laws on associations made provision for virtual meetings. The Victorian Act, for example, says:

> An incorporated association may hold its general meetings, or permit members to take part in its general meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member.

And the same goes for Board meetings.

During the pandemic, the rules on not-for-profit meetings were almost immediately overridden by the rules on the number of people who could gather together in a room, and they'll never go back. Nobody is going to hassle you on this (though it would be a good idea to insert a constitutional amendment to this effect at the next general meeting, just to be on the safe side). You can use any available technology which fits the specifications and is reasonably available to your members

There are still rules, though. The meeting still has to be a meeting – that is, it has to have a clear beginning and an end, and you can't just have a continuing chat line. You have to know (and record) when people come in and leave. And every member has to be able to communicate with the whole meeting – "clearly and simultaneously communicate with each other participating member". You can't just send emails to and from the chair. Zoom, for example, meets these standards, while ordinary email, for example, doesn't.

Free tools such as Zoom (**https://zoom.us/**) and Skype (**https://www.skype.com/en/**) may be used for video conferencing between up to 100 individuals and 50 individuals, respectively. Note that the free version of Zoom is limited to 40-minute meetings; this limit can be overcome by purchasing a subscription, but you may prefer just to hurry through the business.

Tools such as Slack (**https://slack.com/intl/en-au/**) and Microsoft Teams (**https://products.office.com/en-au/microsoft-teams/group-chat-software**) may be used for instant text communication, as well as video and voice calling. Text communication may be preferable where a reliable internet connection is not available, or where video or voice communication among a large number of participants is problematic. Text communication may also be preferable for record-keeping purposes.

For larger groups and more control over participation, as well as more record-keeping, chat recording and data collection tools, GoToWebinar (**https://www.goto.com/webinar**) or its sister product GoToMeetingsis a good option. It isn't cheap (at the time of publication, it cost $109 per month for up to 100 participants or $249 per month for up to 500 participants) but it enables participants to raise their (virtual) hands, ask questions, speak on particular topics, and more. There's a free seven-day trial for evaluation purposes, and if you're only holding one meeting that should be enough.

All these methods work with smartphones as well as computers, so these days most people have the basic equipment needed. If your membership is not online or really isn't technology literate, you may offer the alternative of proxy voting by mail. Make sure you allow a decent amount of time for people to receive their papers and respond to them.

3.

After meetings

13. How do I write up the minutes?

Some of what you need to record in the minutes is pretty straightforward.

Here's a checklist:

Minutes checklist

- Name of the organisation
- Nature and type of meeting (Board meeting, committee meeting, etc.)
- Place, date, starting time
- Name of the person in the chair
- Attendees (physical, by proxy, or online). Invited guests should be listed separately from those entitled to be there.
- Apologies accepted
- Minutes of the previous meeting
- Proceedings of the meeting and resolutions made
- When attendees leave and re-enter the room]
- Abstentions from voting (e.g. conflicts of interest)
- Closing time
- Signature of the chair [at next meeting].

But here's the tough bit. How much of what people say in the meeting should be included in the minutes?

Not much. Enough, and no more.

What you have to do in the minutes is a consequence of what you have to do as a board. As a board, you have to consider the issues that come before you, carefully, in enough detail to tease out all the necessary information, and with a deep enough analysis to be able to identify problems and find ways around them. When you've done that you have to decide what the organisation is going to do.

If you don't, as a board, consider matters that you should have considered, then you could be caught out later. It's just conceivable, though not very likely, that you may be held legally liable for your inaction – that you'll be found not to have exercised "due care and diligence". It's quite probable that you'll be held to account in the court of public opinion if something goes wrong and you can't show you tried to prevent it. Quite often, the only way you can prove you tried to prevent it is by pointing to the minutes.

Because of this, the minutes shouldn't merely give the item a heading, say that the board discussed it, and record the decision (in the form of the motion) – though this is certainly less work. If you want to be able to show you gave the item the attention it deserved then you have to list the major headings of the debate and highlight the primary arguments for and against. This approach also has the advantage that other people can follow what's going on – and even if the text isn't going beyond the board, there are future boards to be considered. Your successors may need to understand why you did what you did.

You don't have to attribute the arguments to the people who made them, and in many ways it's better that you don't. If you do, the arguments can become personalised; people may feel that the arguments attributed to them aren't accurate, or sufficiently extensive, or sufficiently convincing, whereas they might be less concerned about anonymous accounts.

Try to present the arguments fairly, even if you don't agree with them, and even if you voted against them.

The important thing, in any case, is to be able to show that these arguments were raised. In particular, you need to show that the decisions you came to were made for good reasons, and you need to show that the contrary arguments weren't just overlooked.

What this means in practice must be a matter of judgement in each case. What *that* means is that in the case of an argument about how much information is recorded in the minutes:

1) there's no clear right or wrong answer, and

2) your opinion is as good as anybody else's, or – seeing as you're secretary and they're not – better.

Humour

Never, ever, use humour in the minutes. Someone will always take it the wrong way.

Sample minutes

Rainbow Unicorn Play Centre Board of Management meeting

held on 2 February 2020, 7.30pm, at the centre

Present

[Names of all attendees in person (from sign-up sheet)]

In person: Gina Di Venuto, (in the chair), Vinita Gupta, Jerry Hall, Niall Kaprowsky, Suni Kim, Kate Oliver

[Names of electronic attendees]

Via Zoom: Wilczynska Golowitz, Kieran Jobs

Proxies

Michael Ng (held by Niall Kaprowsky)

In attendance

A. Ahmad Eckmuhl (CEO)

1. Welcome to new members [if any]

Kate Oliver, appointed at the last meeting to fill the casual vacancy left by Helen Hampton, was welcomed to the board.

2. Apologies

Teresa Tester's apology was accepted by the committee.

3. Conflicts of interest

No conflicts of interests were declared.

4. Adoption of consent agenda

Wilczynska Golowitz said that she wished to discuss item 14, and this was correspondingly moved to the regular agenda. All other starred items were adopted.

5. Confirmation of minutes of the previous meeting

The board received the minutes of meeting 4 of 2020 held on 15 December 2020 at 7.30pm at the Play Centre, 74 Chamberlain St, Fitzroy. *[You needn't record the names of the mover and seconder unless you want to, or they want you to.]*

The amended minutes were adopted.

6. Matters arising from the minutes *[not covered elsewhere in the agenda]*

There were no matters arising from the minutes.

7. Treasurer's report

The board considered the circulated accounts. The treasurer reported that a fall in income resulting from

the persistent economic depression had been partially compensated for by increased government stimulus grants. This could not be relied upon in future, however, and new fundraising measures would need to be explored.

The treasurer's report (attached) was accepted.

8. Discipline committee

[With in camera sessions, you have to do a general set of minutes (to record any decisions taken that other people will need to know about) and a confidential set (to record any necessary background). The confidential bits are shown at the end of these minutes.]

The board went into in camera session.

The board considered the evidence assembled by the Discipline Committee and agreed that Oliver Queen had in his social media postings brought the Play Centre into disrepute. It was agreed that Mr Queen should be expelled from the membership under section 51 of the constitution.

9. CEO – annual performance review

The board went into i*n camera* session for this matter to consider the confidential report circulated at the meeting. Ahmad Eckmuhl left the room for this item.

The recommendations of the report were accepted.

10. Extending the centre's offerings: purchase of property for children's camp

The board went into *in camera* session for this matter to consider the confidential report circulated at the meeting.

It was decided to request more information for the board on the details of the proposed partnership with Ponying Australia before proceeding to a decision.

11. Approval of membership applications

The board considered the circulated list of applicants for membership and approved the membership of each applicant.

12. Risk management report

The board accepted the recommendations of the circulated risk management report, namely

i) That risk from epidemics/pandemics be given more weight in the organisation's strategic planning

ii) That the organisation's investment policy should be revised to take into account the risks from global warming.

13. Bullying policy

The board approved the circulated draft Bullying Policy. The Policy will be added to the Policy Manual.

14. Royal Commission – centre submission

The board discussed the circulated draft of the centre's submission to the Royal Commission on Childcare. It was suggested that while the draft satisfactorily addressed many of the particular points to do with the centre's concerns, some mention should be made of the threat global warming posed to the children of the future. It was agreed that Wilczynska Golowitz should draft a new section in consultation with the CEO to be brought to the next meeting.

15. Any other business

There was no other business.

16. Close

After a brief discussion of actions that now needed to be taken, the meeting closed at 9.40pm.

The next meeting of the board will be held on [date] at [time] at [address].

In camera session

Item 9

The board considered the report from the Executive Committee circulated at the meeting. It was noted that the CEO's KPIs for the preceding year to do with expansion of membership and increased patronage had not been met, but that this had been materially affected by overriding public health issues. The revised KPIs were approved, and it was agreed that the strategic plan and the business plan should be revised to bring them into concordance.

Item 10

[Where money is concerned you have to be extra careful, and extra considerate. You must make clear that the board considered all reasonable alternatives, and you have to ensure that where there was opposition to a proposal those arguments were included, if only to make that side feel better about their loss.]

The board considered the report from the CEO circulated at the meeting.

It was noted that the land in question at Melton was currently available for $455,000. Debate proceeded on whether

(a) The property was suitable

(b) The purchase was within the financial capacities of the centre.

Jerry Hall moved the motion that "The Melton property be no longer considered as a suitable purchase". The motion was seconded.

Jerry Hall suggested that the Melton property was poorly watered and at too great a distance from the centre.

In reply, Gina Di Venuto stated that over several years of investigation no more suitable property had emerged, and that the admitted disadvantages of the site were the reason for its comparatively manageable price.

It was noted that seeking another property would involve a delay of at least a year and cause difficulties in organising the 2022 pony camp.

The motion was put and lost.

Ms Oliver noted that the attached financial modelling relied in part on projected income from the rental of the property by Ponying Australia. She inquired whether the centre had received written confirmation of Ponying Australia's commitment to this expenditure.

The CEO said that negotiations were continuing and it was highly likely that confirmation would soon be reached.

Ms Oliver moved the motion "That more information be sought for the board on the details of the proposed partnership with Ponying Australia before proceeding to a decision on the purchase of the site."

The motion was seconded, put and carried.

End of minutes

14. What papers need to be circulated?

It's not enough to write the minutes. They have to get to the people who are entitled to read them.

In between meetings, nothing changes automatically, and nothing will change unless someone pushes it along. It's unfortunately common for boards to decide on a course of action, assign roles to everyone, and then do nothing until all the members get out their copies of the minutes on the night before the next meeting and get madly to work. If then. It's the secretary's job to keep the wheels turning between meetings.

Minutes

Send the minutes to the chair for comment as soon as you've written them (which should, of course, be soon, before you forget what your notes referred to). The chair can't change the text unilaterally, but if you're working towards a common goal then their suggestions may be helpful.

Get the minutes out to the board members within the week. They won't really be able to remember enough details of the meeting to be able to review them competently if the gap is any longer.

Papers

The minutes go to everyone, but you also have to send out a copy of any papers that were distributed at the meeting to any member who didn't attend. Ideally, of course, no papers would be distributed at the meeting because they'd all have been sent out two weeks before, but let's get real.

Absentees

If your board has an attendance policy, check whether any of the people who didn't make it to the meeting are at risk of being removed for non-attendance. If they are, send them a friendly reminder warning.

Dates

If the minutes are for any reason delayed, send out the date of the next meeting anyway. People lock dates in surprisingly far ahead. If you can, set a meetings schedule at the beginning of the year and stick with it.

15. Who do I have to nag?

Once the final draft of the minutes is available, draw up a table of what was decided, what comes next, who was told to do it, and when it has to be done by. (See the table below for what your action plan may look like.)

If there's likely to be a delay of more than a few days before you have the final minutes available, draw up a draft list of tasks from your meeting notes.

This can't wait. You have to work through the list and

- contact everybody and remind them of their responsibilities and their deadlines
- fill in all the deadline dates in your master diary, and then flick back a couple of days to put in a note to remind people and forward a couple of days to put in a note to chase them
- start work on the tasks allocated to you and the tasks that for some reason ended up without a name next to them.

Your action plan might look something like this:

Follow-up from meeting held 2 February 2021 for meeting to be held 6 April 2021

AGENDA ITEM	ACTION APPROVED	RESPONSIBLE PERSON	DEADLINE	DONE
7 – Treasurer's report	Computer purchase –investigate pricing with the more powerful configuration	Secretary	2-Mar-21	YES
10 – Children's camp	Discuss joint auspicing with HighCampKids	Teresa Tester	2-Mar-21	
10 – Children's camp	Get legal advice on debt recovery from HighRoadKids	Michael Ng	5-Mar-21	

16. What goes in the archives?

You're the institutional memory of the group. The law and your constitution give you the custody of the records. This doesn't mean you have to keep the boxes under the bed – if you're in a large organisation there'll be a room of filing cabinets – but you have to be able to check on them at short notice, and nobody can keep them from you.

So what exactly are you keeping safe?

Minutes

You'll almost certainly be writing the minutes on a computer, and the temptation is to keep the master copy of the minutes on the computer, or even in the cloud. Don't do that. You need a hard copy for the archives:

- because it's too easy to change a computer record without leaving a trace, and
- because the chair has to sign and date the minutes.

PDF converters and other software tricks make fraud all too easy – this is why lawyers are the last profession to be carrying around hard copies of things, signatures need to be on paper, and your hard copy property deed is kept at the bank.

A minute book is a way of keeping the minutes secure. Either stick the printed pages into a book or keep a loose-leaf folder. In either case, number the pages. This isn't just being paranoid: pages can get lost even if nobody's trying to pull a fast one.

Keep the minutes book in a safe place (that is, somewhere in the office where someone can keep an eye on who picks it up). Attach all the meeting papers, in hard copy in a clip folder with DO NOT REMOVE on the front. And keep a spare copy off-site (and on the computer, and on the cloud, too, with enough detail so that you can track the changes and identify the final master) in case of fire, flood, or robbery. Make sure that the computer files are complete, and well organised, regularly backed up, and properly labelled and indexed so that you can find them. Lock them with a password to prevent changes. Circulate them to board members as PDFs rather than in Word or text. Scan in the signed copies.

Documentation

Correspondence, memos, files, contracts – most organisations still float on a sea of paper, all of which has to be moved from stage to stage without being lost, stolen, or strayed. If you have staff they'll handle most of it, but it's advisable to check from time to time that all's flowing smoothly and that you can find things when you need them.

Closer to home, you have to keep the details of specifically board business – who was elected when, for

example, when their terms expire, and whether they're able to be re-elected.

Records management policy

Your organisation must have a records management policy, saying what categories of materials are to be kept till when. Once an item has reached the end of its useful life, you can dump it, shred it (more secure) or scan it to a digital archive, which is well within the capacity of the average home or office printer.

Your organisation could, theoretically, go on forever, doing good for humanity. You might choose to keep your essential records – minutes, papers, financial accounts – till then, just in case. You are a small part of history.

From a legal point of view, though, seven years is long enough for most categories of documents. Operational records should be kept for the life of the organisation plus seven more years, as per the Australian Charities and Not-for-Profits Commission Act 2012.

For more sample policies, check the Policy Bank from the Institute of Community Directors Australia: **https://www.communitydirectors.com.au/tools-resources/policy-bank**.

17. What else do I have to do in between meetings?

We've already looked at what a single month in your diary might look like (see page 17). Now let's take a longer term view of the space between regular meetings.

Fixtures

The approximate date of your annual general meeting will be set by the term of your particular financial year. For most groups, that will be July–June, so your AGM will have to be in August–October.

The Board will have to receive a draft budget in time to discuss it, amend it if necessary, and adopt it well before the end of the financial year, so that you don't make any unauthorised expenditure. You'll have to work with the treasurer on this to make sure the necessary accounting work can be fitted in.

"A board that hasn't made inquiries to ensure that these things are covered is really treading a path along a precipice."

Reporting

Some things don't have to be discussed at every meeting but do have to be discussed occasionally. The board needs to satisfy itself, for example, that:

- Financial procedures are adequate to protect against fraud
- Insurance is in place to guard against lawsuits
- Staff entitlements (leave, superannuation, etc.) are protected.
- Occupational health and safety provisions are adequate
- Financial reporting procedures are sufficiently timely that there's no chance of the organisation finding that it's been trading while insolvent.

A board that hasn't made inquiries to ensure that these things are covered is really treading a path along a precipice.

They don't know whether anything is likely to go wrong, and if anything does go wrong they are going to be regarded as negligent for not having asked.

Once the board is satisfied that the right procedures are in place, these areas only need be reviewed once a year – but they do need to be reviewed once a year, and that needs to be recorded in the minutes.

The secretary needs to make sure that necessary background items come before the board at least once a year.

4.

Board business

18. Who gets to vote? And do you have a quorum?

The secretary is the custodian of the organisation's membership list. This sounds simpler than it is.

Unless the secretary is careful to issue reminders, boards can get careless on this matter. The Act, or your constitution, may say that applications for membership must be submitted on a standard form and must be approved by the board and must be entered in the membership register, but a great many groups feel that provided people send in their forms and renewal fees on time, that's the important thing, and they keep nothing on file but the receipts.

The point about a standard application form is that a person can't be a member, whether they've paid their fees or not, unless they've specifically asked in writing to be a member. A form is a formality, but it's a formality that says the person wants to enter into a formal relationship, which is what a membership is. The legal records of Australia show many examples of organisations where people have thought they belonged – people who went to meetings and voted, who paid money, who served as volunteers – but where, when judges started looking for the forms, those people turned out not to be members at all. In some cases, the court has had to chase up the people who started the association 30 years ago and ask them to fix it.

Membership application forms are essential. After that, the board has to approve each member, individually.

This doesn't mean that you have to debate every applicant's suitability – that would be impossible – but (legal cases again) you can't just say, "Everybody from the Morongo Netball Club is now a member of the Morongo Sports Club". There has to be a list of names, with attached forms. The board has to vote on it, and the motion has to be recorded in the minutes.

If your organisation has let its standards slip, you have to pull the board into line. It's one of the most important things you can do as the secretary.

Maintaining the membership list may take a bit of organisation, especially at renewal time, but that list must be absolutely up-to-date, particularly when it comes to the AGM.

As you've got the membership list, and as you're (probably) taking the minutes, you're best placed during the meetings to keep an eye on whether there's a quorum. This, too, may require some tact. You can't start the meeting unless there's a quorum present, because the number of people present is recorded in the minutes and people can count, but if people dribble away after that and your quorum evaporates then the meeting doesn't automatically just end. That only happens when somebody moves that you note the lack of a quorum.

If no one moves such a motion, and there's administrative work to be done, some secretaries have been known to employ their discretion and carry on regardless.

As the person who has the membership list, you're also the person best fitted to be the electoral officer, checking that the election notices go out to the membership and that the nomination papers are properly filled out.

Membership register template

First name	Last name	Address	Town	Pcode	Email	Phone	Membership commenced	Membership resigned (not renewed)	Member expelled
Jaime	Lanley	1 Gold Rd	Moe	3825			6/6/18		
Luke	Walker				theforce@ gmail.com		1/7/10		
Jean	Picard					4388 549 311	18/11/20		
Buffy	Winter				Slayer63@ optus.com		4/3/17	1/7/20	
Keith	Jobs	2 High St	Sale	3850	Jobsk21@ gmail.com	4388 511 399	29/7/87		

Ideally you'll be able to generate this list from your database, which will also have recorded your members' responses to previous fundraising drives, their participation in volunteer activities, and any other pieces of information that might help you to relate to them.

You're required, of course, to observe your organisation's privacy policy, which will be underpinned by privacy legislation. You can ask your members for money, for example, but you can't sell their names and email addresses.

There is, however, one large exception to the default privacy settings. You have to show the membership list to any member who asks to see it. Members have to be able to canvass the support of their fellow members at the next election, and that means they have to know who they are and how they can be reached with the sales pitch. But isn't that a breach of their privacy, you ask? If it is, it's a breach they implicitly agreed to when they signed up to an organisation that said in the constitution that this was going to happen. There are some exceptions to the exception – if there's a family dispute, for example, a member can ask that her contact details be kept from an abusive husband. And if you can show that the members who are asking to see the list just want to send out advertising flyers for their muffler business, you can bar them. The default setting, though, is that any member can get access to the membership list on request.

Some constitutions say that members must be able to "inspect" or "see" the records, by the way. In Victoria, for example, the model rules for incorporated associations state, "Any member may, at a reasonable time and free of charge, inspect the register of members." If you're extremely petty, then, you can tell the inquirer that they may inspect the register and that if they want a copy they'll need to write it all out by hand. But you might as well give them an electronic file or a photocopy.

More information from the Institute of Community Directors Australia

Privacy policy template: **https://communitydirectors.com.au/policies/privacy-policy**

What is the point of signatures on membership applications? **https://communitydirectors.com.au/help-sheets/agony-uncle-esignatures**

19. What do I do with the correspondence?

In large organisations, the general correspondence of the organisation is typically handled by staff. There is also, however, a certain amount of business that involves you directly, as secretary. You're the contact person for the board. And in small volunteer-run organisations, you will probably wear both hats, collecting all the general correspondence from the post office box and regularly checking the general email account as well as handling the board-specific communications.

Reports to the authorities

The main concern of state and territory regulators is that you get your annual report in on time so they can tick their boxes. Most states have passed the primary reporting function to the Australian Charities and Not-for-profits Commission (ACNC), but not all have taken this sensible step; you'll have to check. At least this happens every year at the same time, so you can plan for it. Various forms are likely to cross your desk from time to time, too: forms for permission to fundraise and the like.

Complaints

Your organisation's constitution is likely to say that complaints have to be made in writing to the secretary. What do you do then?

Bureaucracy has a bad name in this country, but it can help (a bit) in reducing the element of personality in these exchanges.

You need to be meticulously bureaucratic. You have to note in writing

- that you've received the message
- when you received the message
- that you acknowledged the message
- where you sent the message for action, if any
- when you eventually gave the complainant a substantive answer, and
- what the answer said.

After that it's up to your organisation's complaints policy and your complaints officer (which could again be you).

It's easy to get prickly when dealing with complaints, but that only makes things worse. It's more practical to give the complainant any assistance you can. It's very rare for a complainant to win their point, boards being self-protective institutions that tend to stick together against outsiders, but it's very common for disputes to drag on for months or years ringing the changes on appeals, alternative avenues, and at worse expensive court cases. People fight harder when they feel they haven't been treated fairly. Don't give them that excuse.

20. What's in our policies?

If you're having trouble with anything, there's a good chance it's because the organisation doesn't have clear policies in place. You're in a good position to fix that.

The point of having policies is that you have to answer difficult questions only once. After that you can just look them up. Having policies in place means the wisdom of the board is available on tap to provide guidance. It's also worth noting that if anything does actually go wrong in any area of your operations, then not having a policy on that issue is going to be taken as virtually an admission of liability.

The Our Community Policy Bank (**https://communitydirectors.com.au/tools-resources/policy-bank**) gives you a headstart. It'll give you some idea of what things you need a policy on (only on things that are specific to not-for-profits, though; for general management you'll need to look elsewhere) and it provides a base that can be whittled down or built upon to meet your own organisation's particular needs. Don't take any of the policies as gospel; they're just a starting point.

Rather recursively, the Policy Bank includes a Policies Policy, designed to ensure that policies get made and implemented. One clause in it says:

> The Board shall nominate a Policy Officer to be responsible for ensuring that proper procedures for the development, consultation, acceptance, recording, and implementation of every policy are designed and adhered to.

As the person who knows all the paperwork you're the obvious person to fill this role. If you can find someone else who's qualified – the previous secretary, perhaps? – and willing to take it on, then certainly delegate, but there has to be a policy officer, and you're the default setting. If you're waiting for someone to step forward and volunteer spontaneously then remember that hope is not a policy, or a policy bank.

Once you have a policy bank, it needs maintenance. It will need to be reviewed for relevance every couple of years, in case the relevant laws have changed or the national mood has shifted. Within that time, each policy should contain its own monitoring system – a means of reporting how often it's been called upon and what sanctions have been imposed under its rules. These things need to be reported to the board, as the final authority behind the rules, and the secretary will have to be responsible for finding a spot on the agenda for them.

21. Who gets to see the records?

Your organisation's constitution, if it is based on the model rules, is likely to say something to the effect that all members can see all "records and documents relating to transactions, dealings, business or property of the Association" (that's from the Victorian model rules).

Furthermore, the Associations Act in several states has provisions stating that any member can consult the minutes of any general meeting (and in states without those provisions, they would probably be implied anyway).

No such provision covers the minutes of board meetings, but most states say that you have to have in your constitution a clause setting out what kind of access members have to the organisation's records in general and the board minutes in particular. This means that your organisation can decide for itself whether it wishes to be transparent or guarded, and will then have to live with the consequences.

You *can* decide for yourself, that is, but many groups don't, choosing the less taxing approach of simply adopting the model rules for their constitution. If you've done that, you may find that your constitution now says something like this:

"The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour"

Taken at face value, this implies that members can see the minutes of any committee, not to mention the petty cash book.

In practice, nobody really knows how far this language extends, and it may be inconsistent with your fiduciary duties to let everybody see everything without restriction. If something's really sensitive, hold it back and see whether the inquisitive member is willing to take you to court for a certain expense and an uncertain outcome. If you've got a little elbow room, though, take the trouble at your next AGM to adjust your constitution so that it specifies exactly what members of the organisation can and can't see.

So far, we've looked at what members of the *organisation* can see. Members of the board, on the other hand, are entitled to see all the board papers, including the minutes. The board and all its members are collectively responsible for the operation of the organisation, and can in theory be sued if anything goes wrong, so it's only fair that they should be able to see exactly what the board is up to. If a board member misses a meeting, send them the minutes.

Board members (other than the secretary) aren't entitled to see anything else, though, except in their capacity as members of the association. If a board member wants for any reason to chase up (say) the petty cash book, the staff don't have to show it to them unless the whole board moves a motion to that effect. The board has total power, but each individual board member on their own doesn't have much.

Board members, then, can demand to see the minutes, and other people can't. That doesn't mean that you can't show the minutes to the second larger group if you want to. As a board, you're perfectly entitled to make particular exceptions to your general rules, and if you want to be transparent and accountable you can (and should) release anything on request unless there's a good reason to keep it confidential.

22. What about the tough questions?

As secretary, you'll often find yourself faced with questions that don't seem to have an answer. The constitution and the legislation are silent, or are confused, or involve internal conflicts, or just produce outcomes that absolutely nobody wants.

The most important thing in these situations is to remember that **nobody cares**.

Ninety-nine times out of a hundred, provided you're acting in good faith for the benefit of the organisation, if you simply decide what it would take to fix the problem and then do that, then nobody is going to hassle you.

Not-for-profit boards are given a lot of rope. State regulators all say specifically that they're not going to settle constitutional arguments for you. The Office of Fair Trading (OFT) in Queensland, for example, says, "OFT is unable to assist in resolving internal disputes," and all other states have something similar. The police aren't interested unless there's actual criminality involved. That's perfectly reasonable – not-for-profits are supposed to be self-governing. You can't keep running to your mother or your father and pleading "Susie's being mean to me" – that's just going to get a distracted instruction to "Play nicely, children." Sort it out for yourself.

That said, the most diabolical problems typically aren't with the government in the first place. It's with members of the organisation, or members of the board, who are aggrieved by a decision and want to make life difficult for everybody until something is done about it. Your disputes resolution procedure is unlikely to be of much help; those procedures work when both parties are ready to compromise, and if that was the case you wouldn't have got into a mess in the first place.

Don't allow these kinds of vendettas to take up too much of the organisation's time, and don't overreact. In the final analysis the malcontent isn't going to win unless they can gain a majority vote on the board, and if they can do that they're essentially your new boss and you'll have to learn to like it. If you can't give them what they want, then just keep the correspondence rolling till you finally pass the books to the next secretary many years later. Don't get drawn into other people's obsessions.

The exact prescription of law, whatever it is, is relevant to your organisation only if someone is willing to take the matter to court – that is, if they're willing to take an expensive gamble. Very few people are. If it does get to court, the court's general preference is to tell you to sort it out for yourself by holding a special general meeting. Common sense will carry you a lot further than even the best legal advice.

Former US Secretary of State Henry Kissinger laid down the rule that "the intensity and bitterness of academic politics are in inverse proportion to the importance of the subject they're discussing", and that applies even more strongly to not-for-profits. You have to maintain your sense of proportion.

This level of autonomy may or may not be welcome. Many people, and many secretaries, would trade some of this independence for authoritative guidance, for the certainty provided by strict rules which if followed would relieve you from responsibility. No, for better or worse, the decisions are in your hand.

5.

Surviving & thriving

23. How do I work with the chair and the CEO?

When the American founding fathers (yep, they were all men) drew up their constitution, they originally laid down that the president would be the person who got the largest number of electoral votes and the vice-president would be the person who got the second-largest number of electoral votes. Under this system, had it survived till today, Donald Trump would still have become president in 2017, but he would have had Hillary Clinton as vice-president, and cabinet meetings would have been very interesting indeed.

The problems with this approach became evident early enough for Americans to ram through the Twelfth Amendment early in the 19th century and prevent this from happening again. In not-for-profit organisations, however, the old ways still apply. The chair and the secretary are separately elected, and there's no guarantee that they're committed to the same policies or will be able to work together productively.

Don't just assume that where there are disagreements the chair has to prevail. As mentioned earlier, neither legislation nor constitution really establishes a flow chart of dependencies between office-bearers. Different offices are (sometimes) given different jobs, but there's really no means provided to resolve differences of opinion other than taking them to the board for a decision.

In the absence of either a constitutional hierarchy or a party system the relationship between the chair and the other office-bearers has to be thrashed out between the parties. You are, theoretically, all working towards the same goals, which you might think would reduce friction, but that theoretical agreement needs to be supplemented by a considerable amount of give-and-take, compromise, and tact.

The chair, even in the absence of any specific mention in the constitution, might well be given a general primacy. They're going to be the public face of the organisation, after all, and they're going to be at the top of the table at board meetings. A secretary can't do much if the chair is actually in opposition (and vice versa, to be sure).

One solution, as with many things, is to put in the work. Every task in your bag gives you control over one area and leverage with many others. There are a lot of jobs mentioned in the Associations Incorporation Act (or whatever legislation governs your organisation) that don't have anybody's name attached to them. The Act will say, for example, that the board has to make a report to its members at the AGM on the operations of the organisation over the preceding year, but it doesn't say who has to write it. If you write it, then you've done the chair a favour that they'll owe you for and you've also had a chance to shape people's perceptions of what just happened.

In most volunteer groups, doing the job competently gives you considerable power.

24. How do I work with the board?

Given all your other responsibilities, you're going to be called on by other board members (especially the chair) as an information and reference point. You're the one who's supposed to be able to find in the minutes what was decided last time. You're supposed to know the rules, and at least some of the applicable law. Every question you can answer builds your authority for the times when you may want to exercise it.

You also have duties specifically related to the other board members. As keeper of the roll, it's up to you to know what the term of each board member is. If they're all elected yearly (as most are), this is simple enough, but if members are elected for overlapping terms, it can get confusing.

You're also the person who clocks their attendance, notes their apologies (and whether these were accepted by the meeting), and notes whether their absence has triggered any constitutional sanction (some constitutions say, for instance, that if you miss three meetings without an apology then you're off the board).

Occasionally, your control of the membership register might involve you in board issues – many constitutions say that board members must be members of the association, which means that if their subscriptions lapse they cease to be eligible to attend meetings. This shouldn't happen often, because almost always you'll have given them warning well in advance.

25. What kind of support can I expect?

A smoothly functioning board will have a system for giving you the information you'll need to function. Which is to say, for most not-for-profits, you'll have the amount of help that you're prepared to push quite hard for.

You can expect the last secretary to pass you over the papers and the rules. Beyond that, take them for coffee (or, in complicated situations, lunch or dinner) and ask them to run over the bits that the papers don't cover. What problems have they had? What are the things they always meant to have fixed but ran out of time for? Who on the board do you have to watch out for? What recommendations do they leave behind for the progress of the mission?

The chair, similarly, knows where other bodies are buried, and you should pick their brains industriously.

Coffees and lunches and dinners with the board are never wasted (mind you, that doesn't mean you can charge them to the organisation) in the course of developing a relationship of trust.

In the longer term, you can expect the board's support. This means that the chair should be prepared to use their own weight to achieve your ends. There are a lot of jobs you'll want to delegate and a lot of formal and informal rules you'll want to enforce, and the chair, who has quite a lot of clout, should cooperate in bringing board members into line.

The rest of the board members need to understand that not having specific job titles (like treasurer or secretary) doesn't mean they don't have jobs; it just means they don't have set jobs. Don't hold back from asking them to do things. It's all for the mission.

If there are major but temporary issues, set up an ad hoc committee – knowing that you may have to sit on it to ensure a smooth liaison. If you want extra support with your main roles, set up a recruitment committee, or a compliance committee, or a policies committee, and divide up the work that way.

Do avoid the temptation of believing you have to do all the work just because you know you can do it better than anybody else. It's not a question of whether you'd do a better job; it's a question of whether that job is more important than the one you'd be doing otherwise. Mentoring another board member through some initial stumbles may be a bit time-consuming, but it'll pay off in the long run.

You're entitled, obviously, to the financial resources that you need if you're going to be properly efficient – hardware, software, training, staffing, whatever you can make a reasonable case for. You may want to make these demands known before you take on the job, so that people will see you're serious.

26. What do I get out of all this?

Being on the board is good for you, certainly. The evidence is in.

As Robert Putnam wrote in his paper "Social Capital: Measurement and Consequences" (2001), published in the *Canadian Journal of Policy Research:* "Controlling for your blood chemistry, age, gender, whether or not you jog, and for all other risk factors, your chances of dying over the course of the next year are cut in half by joining one group, and cut to a quarter by joining two groups."

This makes sense. What people really want is to have meaning in their lives, and nothing helps that as much as social connectedness. Social bonds help us understand the world as coherent and meaningful. Community organisations foster social bonds. People stay healthy if they have confidence in their friends, and their work, and their lives.

There's a large body of hard evidence – social epidemiology – that says how you fit into your community is just as important for your health as anything you do yourself as an individual. Hitting the exercise bike is good for you, eating well is good for you, but neither of them is as good for you as having a supportive network of family, friends, and colleagues to interact with.

Social integration of the kind you encounter in community groups leads to reduced mortality risks, and to better mental and physical health. Social isolation lowers your immune function; socially supportive interactions have the opposite effect. Volunteering boosts your health and your sense of wellbeing.

To be sure, the research generally doesn't go deeply enough into the weeds to sort out whether you get an extra boost for being a secretary, but it would be surprising if you didn't. It's like membership with special sauce. You're choosing to be involved in something you think is important, which means you're setting your own challenges and directing your goals. That's good.

You'll learn things, too. Unless you already have all those administrative skills referred to earlier, then you'll develop them on the job. They're not particular to not-for-profits – governance skills are currency anywhere. They'll make an appearance on your CV; more than that, they'll let you talk to bureaucrats in their own language, which will help you to navigate through all levels of the power structure and help you to get all manner of things done.

You'll have a number of good opportunities to develop patience, tact, an objective perspective, and an ability to compromise. If you can carry those with you when you leave the board table you may find your life running more smoothly – but we may be carrying the pitch a little far here.

And you may find you want to move over to chairing, too.

Primarily, though, there's the knowledge that you're doing the right thing. People speak disparagingly of the warm inner glow, or talk about do-gooders as if do-badders were somehow preferable, but any society needs people who can see what has to be done and are willing to do it. In the large or the small, you want a better world, and to the extent you get it you'll fit into it better and be better satisfied with it.

27. What does it all add up to?

By this time we have, let's hope, got beyond the idea of the secretary as a mere minute-taker and paper-shuffler. You're one of the key workers in the organisation. You should know your own value and demand respect.

You're the governance officer, the public officer, the policy officer, the compliance officer, and the complaints officer. You have to ensure that the organisation's records are managed, which means that you have to oversee the computer systems, the internal communication flow, and the deep structure of the decision-making system.

This may sound like a lot of work, but there are automatic stabilisers. In small organisations, you have to handle all the paper but there isn't much paper. In a large place, there's a lot more paper (or a lot more documents in the cloud) but there will be employees to do the hack work.

This may sound like a lot of bureaucracy, too. Well, yes – but if you're looking for a realm where there is no bureaucracy and you don't have to observe a lot of intrusive rules, you're not going to find it in this country, and perhaps not in this life. There's always a need to be precise and careful. You can get away with sloppiness for a while – many Australian not-for-profits do – but sooner or later it's going to catch up with you, or them, and then you'll be lucky to survive: many haven't.

Australia's a more litigious country than it was, and a more sensitive country, and a more inquisitive country, and you can't get away any more with telling people to mind their own business.

As secretary, you can make the organisation fit for purpose in a competitive environment. If you want to grow, if you want to have influence in the community, if you want to advance your mission, you have to get it right.

APPENDIX 1

Position statement template: board secretary

	In small organisations	In large organisations
Duties applicable to start-up organisations only are given in *italics*. Statutory duties (i.e. those specifically required by law) are given in **bold type**.		
Governance	*Ensure the preparation and adoption of appropriate board policies*	*Ensure the preparation and adoption of appropriate board policies*
Planning	*Produce (in partnership with the board) a strategic plan for the organisation, and ensure its regular review and development*	*Oversee (in partnership with the Board) the production of a strategic plan, and oversee its regular review and development*
	Ensure that appropriate standing orders are in place	Ensure that appropriate standing orders are in place
Meetings	Organise the venue for board meetings	
	With the chair, prepare the agenda in advance of each board meeting	With the chair and the CEO, prepare the agenda in advance of each board meeting
	Organise meeting papers for distribution before the meeting	Oversee the distribution of meeting papers before the meeting
	Take minutes at each board meeting and circulate to board members	**Take minutes at each board meeting and circulate to board members**
	Take minutes at each general meeting and circulate to members of the organisation	**Take minutes at each general meeting and circulate to members of the organisation**
Administrative & management	Serve on the executive committee between board meetings	Serve on the executive committee between board meetings
	Serve on board committees as required	Serve on board committees as required
	Maintain a register of members	**Oversee the maintenance of a register of members**
	Handle the procedures for the admission of new members	**Oversee the procedures for the admission of new members**
	Handle the procedures for the resignation of members	**Oversee the procedures for the resignation of members**
	Handle procedures for the discipline, suspension and expulsion of members	**Oversee procedures for the discipline, suspension and expulsion of members**
	Organise general meetings and notify members in advance	**Oversee the organisation of general meetings**
	Receive nominations for board positions	**Receive nominations for board positions**
	Keep in their custody all books, documents and securities, and make them available to members as requested	**Keep under their control all books, documents and securities, and make them available to members as requested**
	Liaise with relevant regulators (e.g. Consumer Affairs Victoria, Australian Charities and Not-for-profits Commission)	Liaise with relevant regulators (e.g. Consumer Affairs Victoria, Australian Charities and Not-for-profits Commission)
	Personally carry out administrative duties as assigned by the chair	
Media	*Ensure preparation and adoption of a media policy*	*Ensure preparation and adoption of a media policy*
Promotion	Promote the organisation in the community as opportunities arise	Promote the organisation in the community as opportunities arise
Negotiation	Serve (as nominated by the Board) in negotiations with other organisations	Serve (as nominated by the Board) in negotiations with other organisations
Legal	**Keep the common seal of the organisation**	**Keep the common seal of the organisation**
Other duties	As for board members	As for board members

APPENDIX 2

Board meeting agenda template

This template accompanies the answer to the question posed on page 15 (“What goes into the agenda?”).

[Name of Group] board meeting agenda: [Date], [Time], [Location]

[Insert your group's mission statement here to serve as a reminder throughout the meeting.]

		Item
Formalities		
	1	**Welcome**
	2	**Apologies**
	3	**Declaration of conflict of interest**
Attached or separately circulated	4	**Confirmation of minutes of the previous meeting** Minutes of meeting held on 11 May 2020 at 7.30pm at Centre HQ, 74 Chamberlain St, Fitzroy, Vic
Matters arising from the minutes		
	5	
	6	
	7	
General business *Suggested order of business:* Matters for decision (e.g. adoption of policy; adoption of financial reports) Matters for discussion (e.g. progress on recruitment of new CEO; update on ongoing HR issue) Matters for noting (e.g. correspondence; CEO report; minutes from subcommittee meetings)		
	8	
	9	
	10	
	11	
	12	
Further formalities		
	13	**Review of actions to be taken**
	14	**Clarification of items/decisions for public disclosure**
	15	**Date, time and location of next meeting**
	16	**Meeting close**

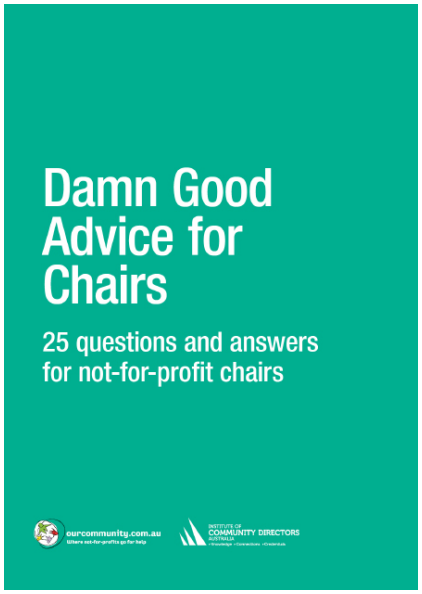
The template is also available as a Word download from **https://communitydirectors.com.au/tools/agenda-template**. You'll need to be a member of ICDA to download it. For information on ICDA membership, go to **https://communitydirectors.com.au/membership**.

	Motion *Proposed motion, "That ..."*	**Estimated duration** *Aim for a total of no more than two hours*	**Consent agenda** *Starred items to be passed without debate unless requested to be moved to general agenda*

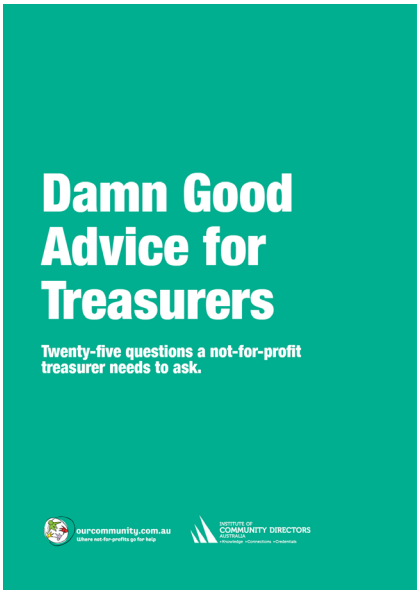
APPENDIX 3

Further reading

The “Damn Good Advice” guides we’ve listed below are all available free from the Our Community website – just visit the links to download them.

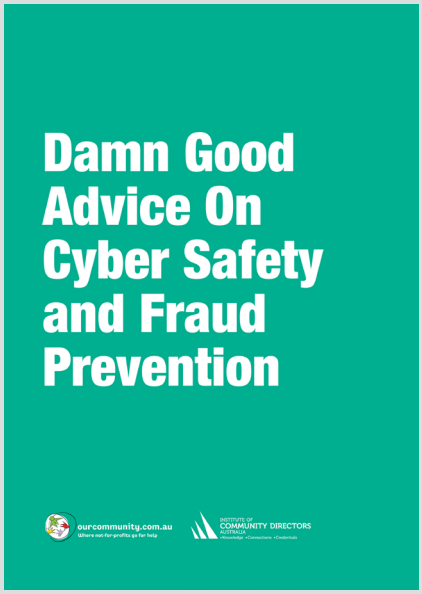


https://communitydirectors.com.au/advice-guides/damn-good-advice-for-chairs

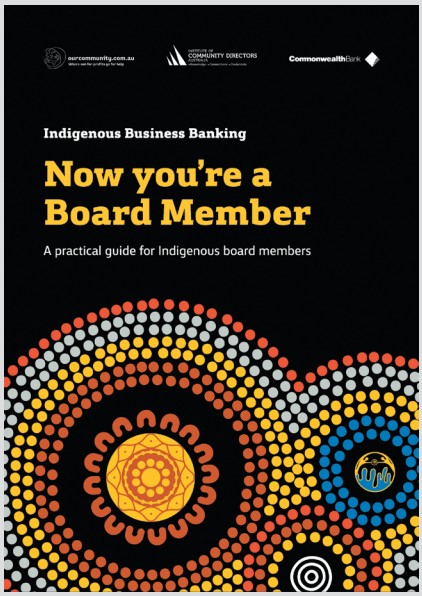


https://communitydirectors.com.au/advice-guides/damn-good-advice-for-treasurers

https://communitydirectors.com.au/advice-guides/damn-good-advice-for-board-members



https://communitydirectors.com.au/advice-guides/damn-good-advice-on-cyber-safety-and-fraud-prevention



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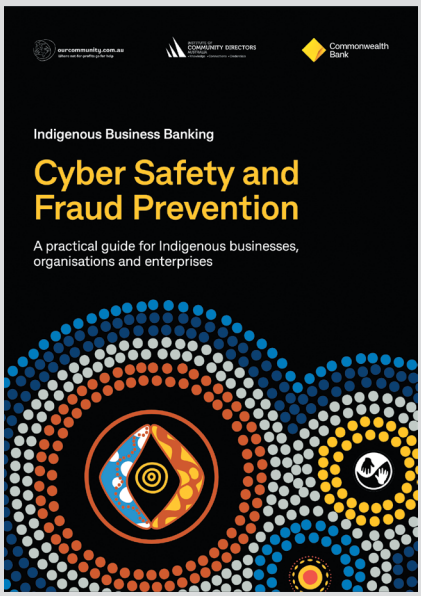
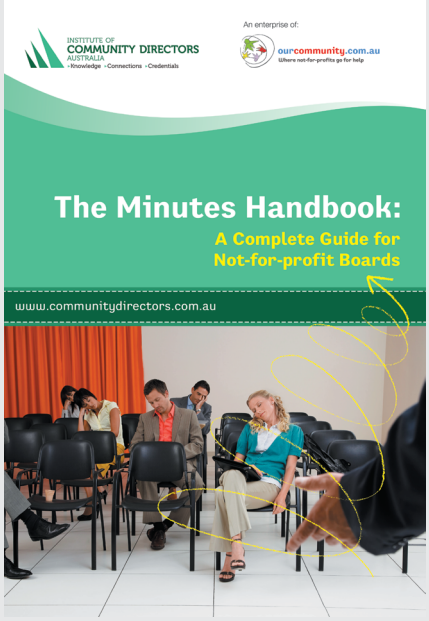


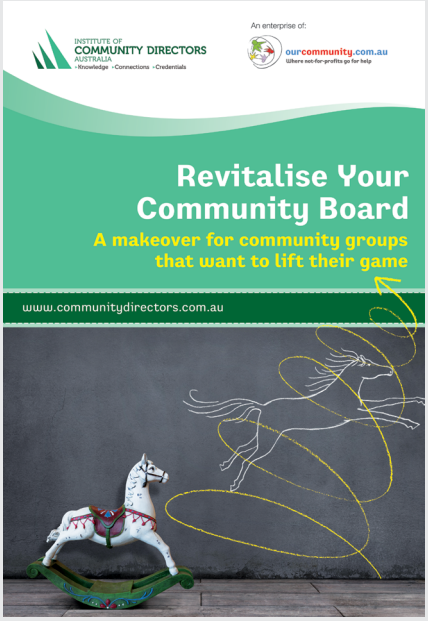
https://communitydirectors.com.au/advice-guides/cyber-safety-indigenous-guide

More resources

https://communitydirectors.com.au/books/step-in-step-up



https://communitydirectors.com.au/books/the-minutes-handbook-a-complete-guide-for-not-for-profit-boards



https://communitydirectors.com.au/books/revitalise-your-community-board

https://communitydirectors.com.au/books/recruiting-for-your-not-for-profit

There is quite a lot more that can be said about minutes, meetings, and the roles of your fellow board members – so much more, in fact, that we've put it into separate books, too many of them to list here. To preview or purchase our other titles, go to **https://www.communitydirectors.com.au/tools-resources/books**.

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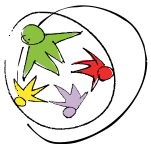

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ourcommunity.com.au
Where not-for-profits go for help

The Institute of Community Directors Australia (ICDA) is Australia's best-practice governance network for not-for-profit boards, committees, councils, schools, and their staff.

An Our Community enterprise, ICDA delivers information, tools, training, events, qualifications and credentials to not-for-profits of all kinds. Our Community is a pioneering social enterprise that services the needs of Australia's 600,000 not-for-profit groups and schools. See more about Our Community's history, vision and work here: **www.ourcommunity.com.au/aboutus**

What we do

Training

We offer a wide array of training to suit your level, time and budget – including webinars, self-paced online training, in-house training services and other special events.

www.communitydirectors.com.au/training/home

Diploma of Governance

We are proud to offer a Diploma of Governance, which has been designed for the board members of Australian not-for-profit boards and committees, and the CEOs and other senior staff who work alongside them.

www.communitydirectors.com.au/training/diploma-overview

Tools and resources

Whether you need to know more about starting up a not-for-profit organisation, have just landed your first role as a board member, or you're looking to take your directorship to the next level, our tools and resources will help you get your head around the basics.

www.communitydirectors.com.au/tools-resources/home

Policy Bank

A bank of policies that are free for any not-for-profit organisation to download and use, so long as it is for a non-commercial purpose and that the organisation is not paying a consultant to carry out this work.

www.communitydirectors.com.au/tools-resources/policy-bank

Board positions service

A place to both find and advertise board positions - for free.

www.communitydirectors.com.au/board-positions

The Community Advocate

The source for not-for-profit sector news, views and issues. Subscribe for free.

www.communitydirectors.com.au/news

Community Directors Intelligence

Our monthly leadership publication contains great guidance for not-for-profit leaders. Subscribe free, plus get alerts about training, resources and events.

www.communitydirectors.com.au/newsletters

Institute of Community Directors Australia

The Institute of Community Directors Australia (ICDA) is the best-practice governance network for the members of Australian not-for-profit and government boards and committees, and the senior staff who work alongside them – providing ideas and advice for community leaders.

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