



The Minutes Handbook

A Complete Guide for Not-for-profit Boards

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Acknowledgement of Country

The authors and publishers of this book acknowledge and offer our deep respects to the traditional owners of the lands on which we live, work, play and learn. Sovereignty was never ceded. We support the reforms outlined in the Uluru Statement from the Heart.
Treaty, Justice, Truth.

Introduction

Minutes are nobody's favourite reading matter. Nobody ever curled up in an armchair with a good set of minutes, rushed hopefully to the mailbox looking for the final draft, or queued outside a bookshop waiting for the midnight release of the new committee papers.

Correspondingly, the minutes secretary doesn't get much respect. Good minutes are like running water and flush toilets. If anything goes wrong, you'll hear about it, but even if everything goes smoothly you can't expect compliments.

Minutes matter, despite all that, because they're where ideas solidify into actions. Minutes that are fuzzy or ambiguous or missing the point can leave your organisation swinging wildly across the median line as you fumble for the handbrake. Decisions that aren't minuted might just as well not have been made at all.

For the secretary of a not-for-profit organisation, getting the minutes right isn't everything – there are a whole lot of other duties attached to the position which we don't deal with here, and there's a cartload of other ways to stuff up – but it's probably the most important of your responsibilities. You want to do it well, and we want you to be happy and confident in doing it. We think we've covered the basics of taking good minutes, and where we leave gaps that's because it's not possible to cover all contingencies in a manual like this. Use your common sense; we trust you, and so should the members.

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Glossary

Board, council, executive, committee of management – these are all the same thing and all refer to the governing body of an association. In this guide we've settled on "board", to emphasise its independent nature (and because "committee" can become confusing where there are subcommittees and peak committees).

Board member, executive member, committee member, trustee, director – they're all the same thing. We use "board member".

Chair, chairperson – the same as president. We use "chair".

Constitution, rules, articles of association, articles of incorporation – they're all the same. We use "constitution". (See also model rules.)

General meeting – this term covers both **annual** general meetings, which are meetings you hold once a year primarily to report to the members and elect office-bearers, and **special** general meetings, which are held as needed to carry particular motions (to change the constitution, perhaps, or to expel a member). If we mean just one and not the other, we use its full name.

Model rules – the Australian Capital Territory, the Northern Territory and each Australian state offers its own version of a template constitution where all you have to do to adapt it for your own organisation is to change the name and put in your own purposes. These template documents are known as model rules. After you've put your organisation's name to them, they become your constitution (also known as your rules). You don't have to follow the model rules, in whole or in part, and you're perfectly entitled to change almost everything in them. Even if you devise your own constitution from scratch, however, the model rules may still be relevant. If the constitution you write doesn't cover some point that the Associations Act in your state or territory says it should, then on that point (and that point only) the model rules apply to you.

Regulations – also by-laws or rules. These are the details that can be changed without too much fuss, as opposed to the basic principles that you want in the constitution.

Standing orders – rules about how meetings are to be conducted.

Top 10 minute-taking tips

Even if you don't have time to read this whole book, do read these top 10 tips.

1. **Do take the trouble to create a clear and informative agenda.** That way, most of the hard work of the meeting is done before it starts.
2. **Don't try to join in the debate and take the minutes at the same time.** If you feel strongly about something, get someone to stand in for you while you talk.
3. **Do record enough detail to show that the board's considered the issues.** Imagine that someone who hasn't been involved previously is looking at these minutes five years down the track. Can they follow what's going on?
4. **Don't slot a transcript into the minutes.** Summarise and anonymise your record of the discussion.
5. **Do consult with other stakeholders.** You're not infallible, and you want to be understanding.
6. **Don't let anybody dictate to you.** It's your job, not theirs. You have the final cut.
7. **Include the motions, along with any amendments.** The most important thing the board does is take decisions, and the most important thing the secretary does is record those decisions. You can't get it right if you're depending on your memory.
8. **Don't take it personally.** They're not your minutes, they're the board's minutes, and it's the board that has to accept them (or occasionally amend them).
9. **Do keep the minutes in a safe place.** Keep them where you'll know if somebody alters them (or where they can't be altered).
10. **Don't panic.** It's not rocket science. Everybody wants you to succeed (or at least nobody else wants to take on the job, which is much the same thing).

Keeping the minutes safe

Board papers and minutes are sensitive documents, capturing decisions, dissent and agenda topics that could affect the organisation negatively if shared widely.

The level of risk – financial, legal and reputational – that your organisation is exposed to if these documents fall into the wrong hands depends on the nature of your organisation and its dealings. If you're a large health organisation turning over millions of dollars, the stakes are high. If you're a small volunteer-run gardening group, you have little to lose in dollar terms, but your members and your wider community still have a right to expect you to run a tight ship and not leave print-outs of old board papers in the recycling bin on the street.

Most small organisations rely on email to send out papers, agendas and minutes (few secretaries send out hard-copy papers or minutes these days).

Some organisations prefer to use Sharepoint (a Microsoft product) or Google Drive (Google), which are password-protected systems that enable multiple people to access and edit the same documents. Systems like this carry some risks related to version control and data privacy.

Board portal software is a purpose-built method of sending around board materials. A board portal keeps minutes where they belong: in one governed, access-controlled environment. Board members can see what they need, nothing leaks, and the system keeps a record of who has seen what and when.

Pricing is typically subscription-based; at the time of publication, a small organisation (with less than \$1 million in revenue) could expect to pay \$600 to \$2000 per year for a basic product. With higher prices come more features, such as voting tools, electronic signatures and in-person training.

There are risks to using a board portal, as there are to using email and shared document systems. When comparing board portal products, questions you might ask include these:

- Do you hold your information in Australia?
- What happens to our data if we cancel the subscription, and how is it deleted?
- Who within your organisation can access our board documents?
- Is data encrypted in transit and at rest, and to what standard?