

Guidelines for Committee Minutes

This information sheet sets out some guidelines on minutes of meetings; setting out what they should contain and dealing with some commonly used terms.

1. Introduction

Minutes are a record of what has happened at a meeting. They should set out, clearly and concisely, decisions taken and any follow up actions agreed and who will be responsible for those actions. They will also often contain information explaining why particular decisions were (or were not) made, and perhaps detailing key points raised in the course of a discussion or debate.

2. Legal and constitutional requirements

In some circumstances, it is a requirement that minutes be taken; for instance, by company law or by requirements of an organisation's constitution. The Committee or Secretaries of organisations should check to make sure that they know what the requirements are. Where there is no specific legal requirement, it is still good practice to keep accurate minutes of all business meetings. In relation to charities, the Charity Commission recommends that each set of minutes should contain:

- the name of the charity;
- the type of meeting (e.g. Management Committee, name of sub-committee, etc.);
- the date and time the meeting was held;
- apologies for absence;
- the names of those present, including the capacity in which they attend and, if not present throughout, for what items on the agenda they were present;
- the name of the Chair;
- the approval of and any changes made to the minutes of a previous meeting, together with matters arising from the previous business which are not dealt with as a separate agenda item;
- the precise wording of any resolution, together with the name of the proposer and (optionally) the seconder;
- a summary of the discussion on each item;
- information on which the decision was based;
- details of the decision, i.e. who voted and how and, in the event of a tied vote, whether the Chair used a casting vote;
- the action required;
- the names of those responsible for implementing each decision;
- the date, time and place of the next meeting.

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Guidelines for Committee Minutes

The Charity Commission further recommends that minutes of all meetings, and particularly of trustees' meetings, should be retained 'during the existence of the charity'. Where the charity is a company, minutes of Directors' meetings must be kept for at least 10 years from the date of the meeting.

Minute books may be either bound volumes or loose leaf, and pages (or each individual minute) should be numbered in a way that ensures that lost or missing pages can be identified. The minute book should be kept in a secure and safe place.

Copies of minutes (including those of a charitable company) may also be stored on computer. It is good practice, however, to ensure that data stick or other disc copies are kept in a secure and safe location.

Minutes of charities should be made available to all trustees of the charity. They are not, however, public documents and do not have to be made available for public inspection unless the organisation's constitution requires it. Minutes of general meetings are usually made available to all members and, in the case of a charitable company, they **must** be.

3. Terminology used in minutes

The following terms are frequently used in minutes. It is important that they are used consistently, and everyone involved understands their meaning.

Adopt means to accept or assert ownership; the word is usually used in relation to a paper or report. When a committee 'adopts' a report (from, say, a sub-committee or an officer), it is confirming its agreement with everything the report says.

Agreed should only be used where a committee's terms of reference allow it to make a decision on the matter in question. This may, however, include a minute that (for example) 'It was agreed that XXX be recommended to the Management Committee'.

Approved is what happens to proposals and recommendations that are favourably received. The recommendations may have come from an individual member, an Officer, another committee or sub-committee, or from some other source. The approving committee may also then have to resolve something further in order to carry its approval into effect.

E.g. - The committee approved the Treasurer's draft budget, and resolved that the budget be presented to the Annual General Meeting.

Noted implies neither approval nor rejection. It should therefore be avoided when the committee has in fact taken some decision on the matter before it.

Received simply records the fact that a letter, report, recommendation, etc., has been placed before the committee, but the committee has neither made any decision nor even considered the matter (not even, 'Resolved to take no action for the time being'). 'Received' is weaker in effect than 'noted'.

Recommended refers to what a sub-committee, an officer, or some other individual or group offers to another committee when the person or group making the recommendation has no power to act themselves.

Guidelines for Committee Minutes

Referred back is what happens to a recommendation or proposal which has some merit, but which needs further work to make it more acceptable or feasible. It is of course helpful if those referring it back also give some indication of what kinds of improvement are sought.

Rejected is what happens when proposals or recommendations are not accepted at all.

Resolved has the same meaning as 'agreed', but should be used in preference when a formal resolution has been put and agreed.

4. Referring to minutes

It is helpful to have some system for referencing minutes so that (for example) where the minute of a decision taken in one meeting has to be referred to in a subsequent set of minutes, the reference is clear and straightforward.

This can be done in a number of ways and, as long as the system is clear, it doesn't much matter how it is done. Examples are:

- Numbering minutes consecutively from the first meeting of each (calendar) year – so that minutes for the year 2012 will be numbered 2012 / 001, 2012 / 002, and so on;
- Where there is lengthy discussion, and several decisions are made in response to a particular item, it is often helpful to further sub-divide a long minute into subsections, e.g. (a), (b), (c) etc. - or 01.1, 01.2, 01.3, etc.

5. Papers and reports

Busy committees may also receive a number of papers and other reports for consideration. Copies of these should also be retained and stored as part of the record of the committee's activity. They may be numbered; they may be attached to the minutes in the minute book, or they may be filed separately.

6. Confidential matters

Most committees from time to time have to deal with matters involving sensitive information that it is not desirable or proper to circulate widely. These might, for example, include information about a worker's illness or other personal circumstances that have affected their work; they might include delicate negotiations concerning a lease or the purchase of property; they might include matters that are politically sensitive.

It is an important part of the Chair's responsibility to decide when issues of this kind are in view. The Chair should make it clear that the item is confidential and that it must not be shared with anyone outside the meeting.

Unless the organisation has a standing order dealing with the recording of confidential information, the Chair should then rule on how the matter is to be handled. Usually this will

Guidelines for Committee Minutes

be by keeping a separate minute which will not be circulated, and which will be stored in an appropriate secure place where only those authorised will have access.

7. What to do with the minutes, once written

The Secretary or Minute Secretary, or whoever else has actually taken the notes of the meeting, should prepare a draft copy as soon as possible after the meeting - if at all possible, within 24 hours so that the proceedings are still fresh in their mind. The draft should be sent to the Chair of the meeting for any additions or corrections, and a final version then prepared for circulation to all members of the committee. Local arrangements or standing orders may also determine other people who should receive copies.

A copy must be retained for presentation at the committee's next meeting for adoption after any necessary amendment, signing, and inclusion in the official minute book. Meanwhile, receipt of the minutes should spur on those who have agreed to do specific things to get on and do them.

8. Further Information

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Charity Commission Publication:

CC48, Charities and Meetings

Community Matters Information sheets and Technical guidance:

Officers of the Community Association and their Duties
Community Organisations Sub-Committees
Standing Orders for a Community Organisation
Committees and Committee Procedure
The Secretary's Role
The Treasurer's Role
The Chair's Role

Sandy Adirondack: Just about managing? Effective management for voluntary organisations and community groups – Fourth Edition. London Voluntary Service Council

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Charity no. 1002383. Company no. 2595247. VAT no. 577 6737 79. Registered office as above

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