

Meeting Minutes

Build Your Organization's Effectiveness

Regulatory Requirement

To protect the organization and the people associated, it is wise for non-profit organizations to keep meeting minutes with accurate records of all matters considered, motions and approved actions.

Under the *Corporations Act*, it is a legal requirement for all organizations registered as corporations (legal existence separate from members and directors) to keep accurate meeting minutes.

Board-approved meeting minutes serve as a legal record of what actually occurred at a meeting and they are admissible as evidence in court.

When preparing minutes, follow a few best practices to help board members and the organization weather scrutiny from regulators, shareholders, litigators and all others.

Minutes can help protect the organization in the following ways:

- They list the names of individuals who are present and their method of participation. This may include regrets, guests and delegations.
- They serve as proof of active and informed deliberation by the board and they demonstrate courses of action considered by directors.
- They document the decision-making process, briefly showing what was considered, what was authorized (ratified or formal consent) and who is responsible for the approved action.

- They show that the board acted in the best interests of the organization, in good faith and took reasonable steps to prevent harm (proves due diligence, duty of care or loyalty).
- They provide proof that directors acted in the best interest of the organization, even at the expense of self-interest (fulfilled their fiduciary duties).
- They show evidence that board actions were according to proper procedure outlined in the organization's bylaws.

How should legal discussions be recorded in the minutes?

When board discussions involve legal advice by council, minutes should reflect that the board participated in privileged discussion with council, with only a general reference to the specific subject matter (*reference – Minutes & Notes of Board Meetings by Hartley Nathan, Q.C. – 2012*).

Handwritten or electronic draft meeting notes:

- The board should establish a policy and procedure for all handwritten or electronic notes taken at a meeting.
- If no policy exists requiring the destruction of notes on acceptance of minutes, directors should be asked to keep only notes that are clear, concise and complete.

In camera sessions:

- In camera sessions provide the board of directors an opportunity to dialog in private, without staff or advisors present, on sensitive matters about legal issues, hiring, wages, employee evaluations, staffing strategies, or firing of personnel. In camera discussions are not recorded in the regular board meeting minutes.
- Document the time an in camera session starts and finishes, as well as the motion to go into and out of camera which will be noted in the regular board meeting minutes.
- Develop a policy and procedure related to in camera meetings. Include how often these closed sessions will be held, if discussions will be documented in separate minutes, where the minutes will be stored and how they will be circulated in a confidential manner. Some organizations elect to discuss a topic in camera and then bring the motion back to the general board meeting for approval. In this situation, the motion would be noted in the regular board meeting minutes.

Other points to remember

- Circulate minutes to directors 48 to 72 hours after the meeting.
- Minutes should be carefully reviewed by directors before being approved.
- Minutes may identify any directors who do not support a motion (dissent). Directors should not support a motion if it is illegal, immoral or unwise.
- Minutes should list the name and time a director excuses him/herself due to a perceived or actual conflict of interest and note the time he/she returned to the meeting.
- If an organization circulates minutes in an electronic document form or votes on issues electronically, ensure the board's bylaws acknowledge and allow these procedures.
- Indicate in the minutes whether financial statements were distributed, corrected or approved.
- Use a footer to indicate who received minutes (ex: staff, board members, legal counsel, etc.) and on what date.
- Do not include opinions in minutes if they were not part of the meeting.
- Have the chairperson and secretary sign the approved meeting minutes to add to the document's weight as evidence (failure to sign doesn't invalidate them).
- Names are normally used only when associated with attendance, motions or specific actions that need to be completed.
- Store minutes safely and keep copies in a minute book, official documents binder or an electronic file system.



due diligence — taking all reasonable steps to encourage positive results or prevent negative results in a situation

duty of loyalty — acting honestly and in good faith to advance the best interests of an organization

duty of care — using care, diligence and skill (competence) in performing duties

For more information

- Go to manitoba.ca/agriculture and click on **Industry Leadership**
- Email us at leadership@gov.mb.ca
- Visit your local Manitoba Agriculture Office