

Reduce your risk of running afoul of state requirements, government investigations, or lawsuit document requests with these best practices for meeting minutes.

Most associations have a form and format for meeting minutes that hasn't changed for years. Now may be the time to focus anew on your association's approach to minutes.

Why are meeting minutes so important? First, minutes are considered an accurate account of what took place at a meeting and are given weight by courts and government investigators. Also, most state nonprofit corporation statutes require that minutes be kept and made available to association members.

Minutes also serve as an important reference tool. When memories fade over which policy, procedure, or position is most current, well-prepared and archived meeting minutes are a trustworthy resource.

What is the best way to prepare meeting minutes? Advisors typically have pointed first to the need for brevity: Stick to the facts of date, time, attendees, agenda headings, and actions taken. The thinking was, why give ammunition to regulators, plaintiffs, and others with an ax to grind?

That approach, however, does not show that board members have met their fiduciary duty of care. If there is nothing in the minutes showing that the board thoughtfully considered an item, the apparent absence of reflection could present problems. Further, minutes showing that a discussion took place may help board members pick up the thread more easily when they resume the conversation. Also, boards often act by consensus, and a discussion in the minutes reflecting that consensus can be invaluable.

That is not to say that minutes should recount back-and-forth discussions and debates at length. Notes like "John Doe said he thinks Charleston would be a great location for the annual meeting; Jane Smith was partial to Baltimore" should never find their way into meeting minutes. The fact of discussion can be reflected generally without naming names or recording individual positions—for example, "The board discussed staff's proposed annual meeting options."

A few other key tips:

- Consult legal counsel when drafting minutes of compensation decisions to ensure all necessary items are included.
- Do not include the substance of legal and other privileged advice in the minutes.
- Destroy any notes or recordings made of a meeting once the minutes have been approved.
- In general, recording who abstained or who voted in opposition to a matter is not required unless the member requests it.